

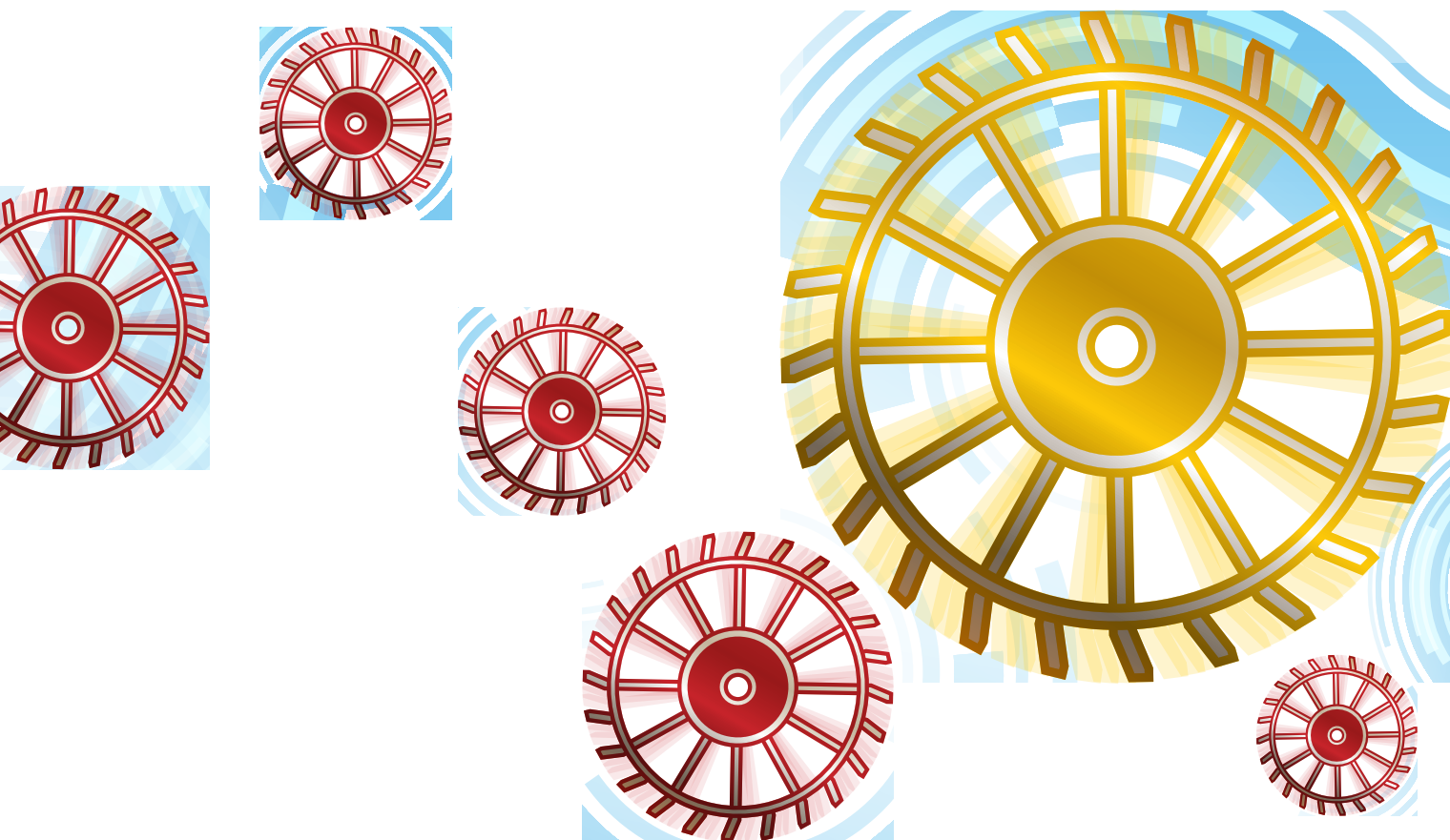


China Uptown Group Company Limited
中國上城集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

股份代號 Stock code: 2330



Annual Report 年報
2016

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. LIU Feng (*Chairman*)
Mr. CHEN Xian (*Vice Chairman*)
Mr. LAU Sai Chung (*Chief Executive Officer*)
Ms. XIA Dan
Mr. LIU Zhongxiang

Independent Non-Executive Directors

Mr. POON Lai Yin Michael
Mr. CHAR Shik Ngor Stephen
Ms. LI Jiansheng

AUDIT COMMITTEE

Mr. POON Lai Yin Michael (*Chairman*)
Mr. CHAR Shik Ngor Stephen
Ms. LI Jiansheng

REMUNERATION COMMITTEE

Ms. LI Jiansheng (*Chairman*)
Mr. POON Lai Yin Michael
Mr. CHAR Shik Ngor Stephen

NOMINATION COMMITTEE

Mr. CHAR Shik Ngor Stephen (*Chairman*)
Mr. POON Lai Yin Michael
Ms. LI Jiansheng

COMPANY SECRETARY

Mr. FU Lui

AUDITOR

SHINEWING (HK) CPA Limited

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited
Guangdong Nanyue Bank

LEGAL ADVISOR

Anthony Siu & Co.

董事會

執行董事

劉鋒先生 (主席)
陳賢先生 (副主席)
劉世忠先生 (行政總裁)
XIA Dan女士
劉忠翔先生

獨立非執行董事

潘禮賢先生
查錫我先生
李建生女士

審核委員會

潘禮賢先生 (主席)
查錫我先生
李建生女士

薪酬委員會

李建生女士 (主席)
潘禮賢先生
查錫我先生

提名委員會

查錫我先生 (主席)
潘禮賢先生
李建生女士

公司秘書

府磊先生

核數師

信永中和 (香港) 會計師事務所有限公司

主要往來銀行

中國建設銀行 (亞洲) 股份有限公司
廣東南粵銀行

法律顧問

蕭一峰律師行

Corporate Information 公司資料

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 1501, 15/F
Tower 1, Silvercord
30 Canton Road
Tsimshatsui
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F,
Two Chinachem Exchange Square,
338 King's Road, North Point, Hong Kong

COMPANY WEBSITE

www.chinauptown.com.hk

STOCK CODE

2330

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

總辦事處及主要營業地址

香港
九龍
尖沙咀
廣東道30號
新港中心第一期
15樓1501室

主要股份登記及過戶處

Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

香港之股份登記及過戶處

聯合證券登記有限公司
香港北角英皇道338號
華懋交易廣場2期
33樓3301-04室

公司網址

www.chinauptown.com.hk

證券代號

2330

Five Years Financial Summary

五年財務概要

		Year ended 31 December 截至十二月三十一日止年度				
Results	業績	2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年
Turnover (RMB'000)	營業額 (人民幣千元)	479,111	7,801	11,108	575,871	979,424
Profit (loss) attributable to owners of the Company (RMB'000)	本公司之擁有人應佔溢利(虧損) (人民幣千元)	4,612	(33,783)	50,192	157,448	103,489
Earnings (loss) per share (RMB cents)	每股盈利(虧損) (人民幣分)					
- Basic	- 基本	0.30	(3.02)	5.33	16.72	11.99
- Diluted	- 攤薄	0.30	(3.02)	3.76	11.78	7.74

		At 31 December 於十二月三十一日				
Assets and liabilities	資產及負債	2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年
Total assets (RMB'000)	資產總值 (人民幣千元)	1,508,282	1,656,810	1,348,211	531,921	1,505,156
Total liabilities (RMB'000)	負債總額 (人民幣千元)	(974,254)	(1,134,447)	(838,331)	(35,110)	(1,076,109)
Net asset value (RMB'000)	資產淨值 (人民幣千元)	534,028	522,363	509,880	496,811	429,047
Equity attributable to owners of the parent (RMB'000)	控股公司之擁有人應佔權益 (人民幣千元)	503,906	500,187	485,386	501,139	366,135
Non-controlling interests (RMB'000)	非控制權益 (人民幣千元)	30,122	22,176	24,494	(4,328)	62,912
Total equity	權益總額	534,028	522,363	509,880	496,811	429,047

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The review of the major business segments of the Company and its subsidiaries (collectively, the “Group”) during the year ended 31 December 2016 (the “Year”) is as follows:

Property Development

The Group owned a property development project located in Maoming City (the “Project”), Guangdong Province, the People’s Republic of China (the “PRC”). The Project would be developed into a composite of residential and commercial properties in three phases. The construction of properties of Phase 1 and 2 was completed in the second half of the Year, and part of the properties of Phase 1 was delivered to the buyers in the second half of the Year.

For the Year, total turnover attributable to the property development business amounted to approximately RMB479,111,000 (2015: nil) which were mainly contributed by the recognition of relevant sales of Phase 1 of the Project. During the Year, over 50% of residential properties of Phase 1 and 2 of the Project, which were classified as properties held for sale of the Group, were recognised as sales. For the remaining properties of Phase 1 and 2 of the Project, over 95% of residential properties and 60% of commercial and office properties were contracted for pre-sales and are scheduled to be delivered in year 2017.

The construction of Phase 3 of the Project has been commenced in 2016 and will be completed in late 2018 and 2019. The total gross floor area of Phase 3 of the Project is approximately 188,000 square metres with residential and commercial properties of saleable floor area of approximately 127,000 square metres mainly consist of nine buildings of 32 floors each.

Trading of raw sugar

The Group has started its business in trading of raw sugar since late 2014. Amid the recovery of global demand of raw sugar, during the Year, the raw sugar price has steadily increased. While no turnover was recorded, the management of the Company (the “Management”) is optimistic about the trading of raw sugar business in 2017 and will actively explore market opportunities, including in the global and the PRC markets.

業務回顧

本公司及其附屬公司（統稱「本集團」）於截至二零一六年十二月三十一日止年度（「本年度」）之主要業務分部回顧如下：

物業發展

本集團於中華人民共和國（「中國」）廣東省茂名市擁有一個物業發展項目（「該項目」）。該項目將分三期發展為住宅與商用物業為一體的綜合發展項目。第一期與第二期之物業興建於本年度下半年竣工，且部分第一期物業於本年度下半年交付予買家。

本年度，物業發展業務應佔總營業額約人民幣479,111,000元（二零一五年：無），主要來自該項目第一期確認相關銷售。本年度內，該項目第一期與第二期超過50%之住宅物業（分類為本集團持作出售物業）確認為銷售。就該項目第一期與第二期之餘下物業而言，超過95%之住宅物業及60%之商用及辦公物業已獲訂約預售，並計劃於二零一七年交付。

該項目第三期於二零一六年動工並將於二零一八年末及二零一九年竣工。該項目第三期總建築面積約為188,000平方米，而住宅及商用物業之可銷售面積為約127,000平方米，主要由九幢32層高樓宇組成。

原糖貿易

本集團自二零一四年末起已展開原糖貿易業務。本年度內，全球原糖需求復甦，而原糖價格已穩步回升。儘管並無錄得營業額，但本公司管理層（「管理層」）對二零一七年之原糖貿易業務持樂觀態度，並將積極拓展包括全球及中國市場在內的市場機遇。

Management Discussion and Analysis

管理層討論及分析

MARKET OUTLOOK AND PROSPECTS

In 2016, despite the global and the PRC economy remained complicated, the PRC property market has recorded highest transaction volume and prices.

In the first half of 2016, real estate policies were driven by inventory clearance by stimulating housing demands of users. While entering the fourth quarter, government policies were tightened as a result of increasing housing price. In the fourth quarter, governmental measures and policies were launched and intensified in hotspot first and second tier cities, these including tightening home purchase eligibility, tightening mortgage for second home purchase, stricter controls on land sale and property pre-sale. These changes have no significant direct impact on the Group's property project, which is located in Maoming of Guangdong province, since (1) substantial portion of properties in Phase 1 and 2 of the project were contracted for pre-sales in year 2015 and early 2016; (2) the property market in Maoming was rather stable during the Year and as anticipated in foreseeable future; and (3) the city transformation created a strong end-user housing demands.

While cautious investment policies will be imposed in view of the complicated economic conditions and property market policies in the PRC, the continuous urbanisation in the PRC and infrastructure development in western Guangdong province in the next few years, the Management is optimistic about the performance of the Project. With the successful and strong sales and market reputation of Phase 1 and Phase 2 of the Project, the Management is in confidence with the performance of Phase 3 which the construction has started in 2016.

In 2017, the Group has planned to further diversify its business by both expanding its trading business of raw sugar and exploring other property investment opportunities, including in the PRC and in other Asian countries. Amid the recovery of global raw sugar demand and price in the year 2016, the Management is optimistic about the Group's growth in the trading of raw sugar business in the coming years.

市場前景及展望

於二零一六年，儘管全球及中國經濟持續複雜，中國物業市場仍錄得高交易量及成交價。

於二零一六年上半年，房地產政策因刺激用戶住房需求庫存出清而收緊。在進入第四季度之際，房價上漲，政府實施收緊政策。第四季度，一線及二線熱點城市已推行及加強政府之措施及政策，其中包括：收緊購房資格、收緊第二套房按揭、更加嚴格控制土地銷售及物業預售。該等變動對本集團位於廣東省茂名市之物業項目並無重大直接影響，原因是(1)該項目第一期與第二期之大部分物業於二零一五年及二零一六年初已訂約預售；(2)茂名物業市場於本年度內相當穩定且於可預見未來預期保持穩定；及(3)城市轉型帶來終端用戶之強勁住房需求。

鑒於未來數年中國經濟環境及物業市場政策狀況複雜、而中國城市化及粵西地區基建持續，本集團將會實施審慎投資政策，但管理層對該項目之表現持樂觀態度。憑藉該項目第一期與第二期之成功強勁銷售及市場聲譽，管理層對於二零一六年動工之第三期之銷售有信心。

於二零一七年，本集團已計劃透過擴大原糖貿易業務及開發中國及其他亞洲國家之其他物業投資機遇而進一步多元化其業務。二零一六年全球原糖需求及價格復甦，管理層對於未來數年集團之原糖貿易業務增長持樂觀態度。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

For the Year, the Group has achieved turnover of approximately RMB479,111,000 (2015: RMB7,801,000). The profit attributable to owners of the Company was approximately RMB4,612,000 (2015: loss of RMB33,783,000). The upsurges in the turnover and improvements in the annual results were mainly attributable to the recognition of sales from the Phase 1 of the Project. During the Year, over 50% (based on the gross saleable area) of the residential properties of Phase 1 and 2, which were classified as properties held for sale of the Group, were delivered and recognised as sales. The majority of the remaining properties of Phase 1 and 2, which were contracted for pre-sale, are scheduled to be delivered and recognised as turnover in 2017.

For the Year, the Group's operating activities generated a net cash inflow of approximately RMB209,384,000 (2015: RMB165,594,000). As at 31 December 2016, bank balances and cash was approximately RMB42,795,000 (2015: RMB32,298,000), restricted bank deposit was approximately RMB7,888,000 (2015: RMB7,651,000) and pledged bank deposit was approximately RMB34,044,000 (2015: RMB54,456,000).

As at 31 December 2016, the total assets of the Group was approximately RMB1,508,282,000 (2015: RMB1,656,810,000), representing a decrease of approximately 9%. The decrease was mainly due to the sales of properties of the Phase 1 of the Project. As at 31 December 2016, the Group's total borrowings decreased to approximately RMB133,539,000 (2015: RMB365,079,000) as a result of repayment of construction loan during the Year.

As at 31 December 2016, the gearing ratio, expressed as a percentage of total borrowings over net assets was 25% (2015: 70%) and the current ratio was 1.7 (2015: 1.7).

財務回顧

本年度，本集團已錄得營業額約人民幣479,111,000元（二零一五年：人民幣7,801,000元）。本公司之擁有人應佔溢利約為人民幣4,612,000元（二零一五年：虧損人民幣33,783,000元）。營業額上漲及年度業績改善乃主要歸因於來自該項目第一期之確認銷售。本年度內，第一期與第二期超過50%（基於總可銷售面積）之住宅物業（分類為本集團持作出售物業）已交付及確認為銷售。第一期與第二期之餘下大部分物業已獲訂約預售，計劃於二零一七年交付並確認為營業額。

本年度，本集團經營業務產生的現金流入淨額約為人民幣209,384,000元（二零一五年：人民幣165,594,000元）。於二零一六年十二月三十一日，銀行結存及現金約為人民幣42,795,000元（二零一五年：人民幣32,298,000元）、有限制銀行存款約為人民幣7,888,000元（二零一五年：人民幣7,651,000元）及已抵押銀行存款約為人民幣34,044,000元（二零一五年：人民幣54,456,000元）。

於二零一六年十二月三十一日，本集團的總資產為約人民幣1,508,282,000元（二零一五年：人民幣1,656,810,000元），減少約9%。該減少乃主要由於該項目第一期物業銷售所致。於二零一六年十二月三十一日，本集團之總借款減少至約人民幣133,539,000元（二零一五年：人民幣365,079,000元），乃由於本年度內償還建築貸款所致。

於二零一六年十二月三十一日，負債率（以借款總額除以資產淨值計算）為25%（二零一五年：70%），而流動比率為1.7（二零一五年：1.7）。

Management Discussion and Analysis

管理層討論及分析

FINANCE COSTS

For the Year, the finance costs were approximately RMB9,720,000 (2015: RMB244,000) and interest expenses of approximately RMB18,743,000 (2015: RMB57,531,000) was capitalised as properties under development. The charge mainly comprised of interest expenses on bank borrowings wholly repayable within five years of approximately RMB9,361,000 (2015: RMB233,000).

CAPITAL STRUCTURE

The issued ordinary share capital of the Company as at 31 December 2016 was approximately HK\$152,448,000 divided into 1,524,478,520 shares of HK\$0.10 each.

FOREIGN CURRENCY EXPOSURE

The Group mainly earns revenues and incurs costs in Renminbi, United States dollars and Hong Kong dollars. The Group's monetary assets and liabilities are denominated in Renminbi, United States dollars and Hong Kong dollars. The Group currently does not have a foreign currency hedging policy. However, the Management will monitor foreign exchange exposure closely and consider the use of hedging instruments when the need arises.

CHARGE ON ASSETS

As at 31 December 2016, certain of the Group's leasehold land and buildings and properties under development with an aggregate carrying values of approximately RMB206,591,000 were pledged to banks for securing general banking facilities granted to certain subsidiaries of the Company. As at 31 December 2016, banking facilities of approximately RMB133,539,000 were utilised and approximately RMB9,851,000 were unutilised and available for the Group's future financing.

SEGMENT INFORMATION

The details of segment information are set out in note 10 to the consolidated financial statements.

財務成本

本年度，財務成本約人民幣9,720,000元（二零一五年：人民幣244,000元），利息開支約人民幣18,743,000元（二零一五年：人民幣57,531,000元）資本化為在建物業。費用主要包括須於五年內悉數償還的銀行借款之利息開支約人民幣9,361,000元（二零一五年：人民幣233,000元）。

資本結構

於二零一六年十二月三十一日，本公司的已發行普通股股本為約港幣152,448,000元，分為1,524,478,520股每股港幣0.10元的股份。

外匯風險

本集團賺取的收益及產生的費用主要以人民幣、美元及港幣計算。本集團的貨幣資產及負債均以人民幣、美元及港幣計值。目前本集團並無任何外匯對沖政策。然而，管理層會密切監察外匯風險，並在有需要時考慮使用對沖工具。

資產抵押

於二零一六年十二月三十一日，本集團將總賬面值約為人民幣206,591,000元的若干租賃土地及樓宇及在建物業抵押予銀行，作為本公司若干附屬公司獲授一般銀行信貸之擔保。於二零一六年十二月三十一日，約人民幣133,539,000元的銀行信貸已動用及約人民幣9,851,000元未動用並可供用於本集團未來融資。

分部資料

分部資料之詳情載於綜合財務報表附註10。

Management Discussion and Analysis

管理層討論及分析

CAPITAL COMMITMENTS

As at 31 December 2016, the Group had commitments for properties under development contracted for but not provided in the consolidated financial statements of approximately RMB427,727,000.

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2016, the Group employed 66 full time employees (2015: 66) in Hong Kong and the PRC. The Group's emolument policies are formulated on the basis of market trends, future plans and the performance of individuals, which will be reviewed periodically. Apart from provident fund scheme and state-managed social welfare scheme, share options will also be awarded to employees according to assessment of individuals' performance.

CONTINGENT LIABILITIES

As at 31 December 2016, the Group's maximum obligation in respect of the mortgage facilities provided to certain purchasers of the Group's properties amounted to approximately RMB535,979,000.

DIVIDEND

The board of directors (the "Directors") of the Company (the "Board") does not recommend any payment of dividend for the Year.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company's corporate governance practices are based on the principles and code provisions (the "Code Provisions") set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

Throughout the Year, the Company has complied with all of the code provisions of the CG Code, except A.6.7 and E.1.2.

資本承擔

於二零一六年十二月三十一日，本集團已訂約但未於綜合財務報表撥備之在建物業承擔約為人民幣427,727,000元。

僱員及薪酬政策

於二零一六年十二月三十一日，本集團在香港及中國僱用66位（二零一五年：66位）全職僱員。本集團的薪酬政策乃依據市場趨勢、未來計劃及僱員的個人表現而制訂，並定期進行檢討。除提供公積金計劃及國家管理社會福利計劃外，購股權將根據對個別僱員表現的評估向僱員授出，以作獎勵。

或然負債

於二零一六年十二月三十一日，本集團就本集團物業之若干買家獲提供之按揭貸款之最高責任為約人民幣535,979,000元。

股息

本公司董事（「董事」）會（「董事會」）建議不派發本年度之股息。

遵守企業管治守則

本公司之企業管治常規乃以香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則及企業管治報告（「企業管治守則」）所載原則及守則條文（「守則條文」）為依據。

於本年度內，本公司已遵守企業管治守則之全部守則條文，惟第A.6.7條及E.1.2條除外。

Management Discussion and Analysis

管理層討論及分析

Under the code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. In addition, under the code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting and he should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. The whole Board and the auditor of the Company had attended the annual general meeting of the Company held on 27 May 2016 (the "2016 AGM") to answer questions of the shareholders of the Company except that Mr. Poon Lai Yin Michael (the chairman of audit committee of the Company (the "Audit Committee")) and Ms. Li Jiansheng (the chairman of remuneration committee of the Company) could not attend the 2016 AGM due to other business engagement but they had appointed the other attended Directors as their representatives to answer questions of the shareholders of the Company. In the future, the Company will try its best to encourage the independent non-executive Directors to attend the general meetings of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions during the Year. Having made specific enquiry of all Directors, the Company confirms that all Directors have complied with the required standard set out in the Model Code during the Year.

PURCHASES, SALE AND REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Year.

根據企業管治守則守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會，以對股東的意見能有公正的了解。此外，根據企業管治守則守則條文第E.1.2條，董事會主席應出席股東週年大會且其亦應邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會（視情況而定）的主席出席。全體董事會成員及本公司核數師已出席於二零一六年五月二十七日舉行之股東週年大會（「二零一六年股東週年大會」）回答本公司股東的提問，惟潘禮賢先生（本公司審核委員會（「審核委員會」）主席）及李建生女士（本公司薪酬委員會主席）由於其他事務在身而未能出席二零一六年股東週年大會，惟彼等已委任其他出席董事作為其代表回答本公司股東之提問。未來，本公司將盡其最大努力鼓勵獨立非執行董事出席本公司股東大會。

董事進行證券交易之標準守則

於本年度，本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事於本年度進行證券交易的操守守則。於本年度，向全體董事作出明確查詢後，本公司確認全體董事已遵守標準守則所載之規定標準。

購買、出售及贖回證券

於本年度，本公司及其任何附屬公司概無買賣或贖回本公司任何上市證券。

Management Discussion and Analysis

管理層討論及分析

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in compliance with the requirements as set out in the Listing Rules for the purposes of reviewing and supervising the financial reporting process, risk management and internal controls of the Group. The Audit Committee currently comprises Mr. Poon Lai Yin Michael (Chairman), Mr. Char Shik Ngor Stephen and Ms. Li Jiansheng. The Audit Committee has reviewed and discussed with the Management and the external auditor the financial reporting matters including the annual results for the Year.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This results announcement is available for viewing at the website of the Stock Exchange at www.hkexnews.hk and at the website of the Company at www.chinauptown.com.hk. The annual report for the Year will be dispatched to the shareholders of the Company and published on the above websites as soon as practicable.

審核委員會

本公司已成立審核委員會並遵守上市規則所載的要求訂立書面職權範圍，其目的為審閱及監督本集團之財務申報程序、風險管理及內部監控。審核委員會目前由潘禮賢先生（主席）、查錫我先生及李建生女士組成。審核委員會已與管理層及外聘核數師審閱及討論財務申報事宜，包括本年度之年度業績。

刊發年度業績及年報

本業績公告可於聯交所網站www.hkexnews.hk及本公司網站www.chinauptown.com.hk查閱。本年度之年報將會在切實可行之情況下盡快寄予本公司股東並於上述網站發佈。

Biographical Details of Directors

董事簡介

EXECUTIVE DIRECTORS

Mr. Liu Feng (“Mr. Liu”), aged 47, was appointed as an executive Director and chairman of the Company on 17 August 2012. Mr. Liu has over twenty years’ experience in the general management and sugars markets in the PRC. Mr. Liu is Vice Director of Sugar Association of China* (中國糖業協會). Mr. Liu is a founder of an enterprise engaged in the sugar and starch production business in the PRC. Mr. Liu was awarded as a “Distinct Entrepreneur” by China Economic Trading Promotion Agency* (中國經濟貿易促進會) in 2011 and as a “Distinct Non-Government Entrepreneur of China” by China Non-Government Enterprise Directors Association* (中國民營企業家協會) in 2009. He holds an Executive Master Degree of Business Administration from Cheung Kong Graduate School of Business. Mr. Liu Feng is the father of Mr. Liu Zhongxiang, the executive Director.

Mr. Liu has entered into a service contract with the Company without a fixed term and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Liu is entitled to a remuneration of HK\$178,200 per month, which is covered by his service contract, plus double pay and discretionary bonus payment as determined by the remuneration committee of the Company based on Mr. Liu’s and the Company’s performance. The remuneration package of Mr. Liu is determined by reference to his duties, responsibilities and expected time commitment to the Company’s affairs.

Save as disclosed above, Mr. Liu (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have any other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of this report; and (iv) does not have other major appointments or professional qualifications. As at the report date, Mr. Liu was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (the “SFO”).

* For identification purpose only

執行董事

劉鋒先生(「劉先生」)，四十七歲，於二零一二年八月十七日獲委任為本公司執行董事兼主席。劉先生於綜合管理方面及中國之糖業市場擁有超逾二十年的經驗。劉先生現為中國糖業協會副理事長。彼亦為一家在中國從事糖及澱粉生產業務的企業之創辦人。劉先生於二零一一年及二零零九年分別被中國經濟貿易促進會評為「傑出企業家」及被中國民營企業家協會評為「中國優秀民營企業家」。彼持有長江商學院高級管理人員工商管理碩士學位(EMBA)。劉峰先生為執行董事劉忠翔先生之父親。

劉先生已與本公司簽訂服務合約但無固定任期，並須根據本公司章程細則在本公司之股東週年大會上輪值退任及膺選連任。彼有權根據服務合約獲取酬金每月港幣178,200元另加雙薪及由本公司薪酬委員會按其個人及公司表現而決定的酌情花紅。該酬金乃基於劉先生之職務、責任及對公司業務預期投入時間而釐定。

除上述所披露者外，劉先生(i)並無於本公司或任何其附屬公司擔任任何其他職位；(ii)並無與本公司任何其他董事、高級管理人員、主要股東或控股股東有任何關係；(iii)於本報告日期之過往三年並無擔任於聯交所及任何其他證券交易所上市之任何其他公司之董事職務或其他主要委任；及(iv)並無其他主要委任或專業資格。於報告日期，劉先生並無於按證券及期貨條例(「證券及期貨條例」)第XV部所界定之本公司任何股份或相關股份中擁有權益或被視作擁有權益。

Biographical Details of Directors 董事簡介

Mr. Chen Xian (“Mr. Chen”), aged 53, was appointed as an executive Director and the vice-chairman of the Company on 12 October 2007 and was re-designated as the chairman of the Company on 30 November 2007. Mr. Chen was re-designated again as the vice-chairman of the Company on 17 August 2012. He is also a director of several subsidiaries of the Company. Mr. Chen is one of the founders of a sizeable property development company in Zhuhai, the PRC and has been a member of the senior management of a subsidiary of that company. Mr. Chen was mainly responsible for the investment and development of real estate projects of such companies. Before joining those companies, Mr. Chen worked as a senior member of certain stated-owned companies and the local authority. He has more than 15 years of extensive experience in the investment and development of real estate projects. He holds a Master Degree of Business Administration from the Asia International Open University (Macau).

Mr. Chen has entered into a service contract with the Company without a fixed term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Chen is entitled to a remuneration of HK\$154,500 per month, which is covered by his service contract, plus double pay and discretionary bonus payment as determined by the remuneration committee of the Company based on Mr. Chen’s and the Company’s performance. The remuneration package of Mr. Chen is determined by reference to his duties, responsibilities and expected time commitment to the Company’s affairs.

Save as disclosed above, Mr. Chen (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of this report; and (iv) does not have other major appointments or professional qualifications. As at the report date, Mr. Chen was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

陳賢先生（「陳先生」），五十三歲，於二零零七年十月十二日獲委任為本公司之執行董事和副主席及於二零零七年十一月三十日調任為本公司主席。陳先生於二零一二年八月十七日調任為本公司副主席。彼亦為本公司部份附屬公司之董事。陳先生為中國珠海市一所具規模物業發展公司之創辦人之一及曾為該公司附屬公司的高級管理層成員，主要負責該等公司地產項目的投資及開發。於加入該等公司前，陳先生曾任若干國有企業及地方政府之高級管理人員。彼在房地產項目的投資及開發方面擁有超過十五年的經驗。彼持有亞洲（澳門）國際公開大學商業行政學碩士學位。

陳先生已與本公司簽訂服務合約但無固定任期並須根據本公司章程細則在本公司之股東週年大會上輪值退任及膺選連任。彼有權根據服務合約獲取酬金每月港幣154,500元另加雙薪及由本公司薪酬委員會按其個人及公司表現而決定的酌情花紅。該酬金乃基於陳先生之職務、責任及對公司業務預期投入時間而釐定。

除上述已披露者外，陳先生(i)並無於本公司或任何其附屬公司擔任任何其他職務；(ii)並無與本公司任何董事、高級管理人員、主要或控股股東有任何關係；(iii)於本報告日期之過往三年並無擔任於聯交所及任何其他證券交易所上市之任何其他公司之董事職務或其他重要職務；及(iv)並無其他主要委任或專業資格。於報告日期，彼並無於按證券及期貨條例第XV部所界定之本公司任何股份或相關股份中擁有權益。

Biographical Details of Directors 董事簡介

Mr. Lau Sai Chung (“Mr. Lau”), aged 61, was appointed as an independent non-executive Director on 15 September 2006 and was re-designated as an executive Director on 30 November 2007. Mr. Lau was also appointed as the chief executive officer of the Company on 30 November 2007. He is currently also a director of several subsidiaries of the Company. Mr. Lau holds a Bachelor degree in Commerce with major in Accounting from the University of Alberta, Canada and has over 20 years’ experience in the field of banking and finance both in Hong Kong and North America. Mr. Lau is also a fellow member of the Institute of Canadian Bankers and The Hong Kong Institute of Directors, and a member of The Hong Kong Independent Non-Executive Director Association.

Mr. Lau has entered into a service contract with the Company without a fixed term and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Lau is entitled to a remuneration of HK\$139,400 per month, which is covered by his service contract, plus double pay and discretionary bonus payment as determined by the remuneration committee of the Company based on Mr. Lau’s and the Company’s performance. The remuneration package of Mr. Lau is determined by reference to his duties, responsibilities and expected time commitment to the Company’s affairs.

As at the report date, Mr. Lau has personal interest in 148,000 ordinary shares of the Company, representing approximately 0.01% of the total number of shares of the Company in issue.

Save as disclosed above, Mr. Lau (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of this report; and (iv) does not have other major appointments or professional qualifications. As at the report date, Mr. Lau was not interested or deemed to be interested in any other shares or underlying shares of the Company pursuant to Part XV of the SFO.

劉世忠先生（「劉先生」），六十一歲，於二零零六年九月十五日獲委任獨立非執行董事和於二零零七年十一月三十日調任為執行董事，劉先生亦於二零零七年十一月三十日獲委任為本公司的行政總裁。彼現時亦擔任本公司部份附屬公司的董事。彼持有加拿大阿爾伯塔大學商學學士學位（主修會計）及於香港及北美洲之銀行及金融方面擁有逾二十年的豐富經驗。劉先生亦是加拿大銀行家學會及香港董事學會的資深會員及香港獨立非執行董事協會會員。

劉先生已與本公司簽訂服務合約但無固定任期並須根據本公司章程細則在本公司之股東週年大會上輪值退任及膺選連任。彼有權根據服務合約獲取酬金每月港幣139,400元另加雙薪及由本公司薪酬委員會按其個人及公司表現而決定的酌情花紅。該酬金乃基於劉先生之職務、責任及對公司業務預期投入時間而釐定。

於本報告日期，劉先生個人持有本公司148,000股普通股（佔本公司已發行股份總數約0.01%）。

除上述已披露者外，劉先生(i)並無於本公司或任何其附屬公司擔任任何職務；(ii)並無與本公司任何董事、高級管理人員、主要或控股股東有任何關係；(iii)於本報告日期之過往三年並無擔任於聯交所及任何其他證券交易所上市之任何其他公司之董事職務或其他重要職務；及(iv)並無其他主要委任或專業資格。於報告日期，彼並無於按證券及期貨條例第XV部所界定之本公司任何其他股份或相關股份中擁有或被視作擁有權益。

Biographical Details of Directors 董事簡介

Ms. Xia Dan (“Ms. Xia”), aged 49, was appointed as a non-executive Director on 21 August 2007 and was re-designated as an executive Director on 12 October 2007. Ms. Xia was re-designated as a non-executive Director on 31 December 2008 and re-designated as an executive Director again on 27 October 2010. Before Ms. Xia was appointed as a non-executive Director on 21 August 2007, she had been a member of the senior management of a sizeable property development company in Zhuhai, the PRC and was responsible for its project investments analysis. Ms. Xia also worked for various companies in the PRC and North America and has over 20 years of extensive experience in strategic planning and marketing in the fields of construction, financial and foreign trading industries. Ms. Xia graduated from Shenyang University with a Bachelor of Science in Architecture and holds a Master Degree of Business Administration from the New York Institute of Technology. Ms. Xia is a member of The Hong Kong Institute of Directors.

Ms. Xia has entered into a service contract with the Company without a fixed term and is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Xia is entitled to a remuneration of HK\$59,400 per month, which is covered by her service contract, plus double pay and discretion bonus payment as determined by the remuneration committee of the Company based on Ms. Xia’s and the Company’s performance. The remuneration package of Ms. Xia is determined by reference to her duties, responsibilities and expected time commitment to the Company’s affairs.

As at the report date, Ms. Xia is the beneficial owner of Mega Edge International Limited which is a substantial shareholder of the Company holding 79,500,000 ordinary shares of the Company, representing approximately 5.21% of the total number of shares of the Company in issue. Ms. Xia is deemed to be interested in 79,500,000 ordinary shares of the Company held by Mega Edge International Limited under Part XV of the SFO.

Xia Dan女士(「Xia女士」)，四十九歲，於二零零七年八月二十一日獲委任為非執行董事及於二零零七年十月十二日調任為執行董事。Xia女士於二零零八年十二月三十一日調任為非執行董事並於二零一零年十月二十七日復調任為執行董事。於二零零七年八月二十一日受聘為非執行董事前，彼曾為中國珠海市一所具規模物業發展公司的高級管理層成員，主要負責其項目投資分析。Xia女士亦曾任職於中國及北美洲的多間公司，在建築、財務及外貿行業方面擁有超逾二十年的策略規劃及市場開拓經驗。彼畢業於瀋陽大學工學院，持有建築工程學士學位，及於New York Institute of Technology取得商業行政學碩士學位。Xia女士為香港董事學會成員。

Xia女士已與本公司簽訂服務合約但無固定任期並須根據本公司章程細則在本公司之股東週年大會上輪值退任及膺選連任。彼有權根據服務合約獲取酬金每月港幣59,400元另加雙薪及由本公司薪酬委員會按其個人及公司表現而決定的酌情花紅。該酬金乃基於Xia女士之職務、責任及對公司業務預期投入時間而釐定。

於本報告日期，Xia女士為Mega Edge International Limited之實益擁有人，該公司為本公司之一名主要股東，持有本公司79,500,000股普通股，佔本公司已發行股份總數約5.21%。按證券及期貨條例第XV部之涵義，Xia女士被視為擁有本公司股份中由Mega Edge International Limited所持有的79,500,000股普通股之權益。

Biographical Details of Directors 董事簡介

Save as disclosed above, Ms. Xia (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of this report; and (iv) does not have other major appointments or professional qualifications. As at the report date, Ms. Xia was not interested or deemed to be interested in any other shares or underlying shares of the Company pursuant to Part XV of the SFO.

Mr. Liu Zhongxiang, aged 29, was appointed as an executive Director on 30 September 2015. He is currently also a director of several subsidiaries of the Company. Mr. Liu Zhongxiang obtained a diploma of legal secretary from the People's Public Security University of China (中國人民公安大學) in 2009. Mr. Liu Zhongxiang has six years of experience in diverse businesses, such as construction and sugar production and trading. Mr. Liu Zhongxiang is the son of Mr. Liu Feng, the chairman and the executive Director of the Company.

Mr. Liu Zhongxiang has entered into a service contract with the Company without a fixed term and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Liu Zhongxiang is entitled to a remuneration of HK\$64,200 per month, which is covered by his service contract, plus double pay and discretionary bonus payment as determined by the remuneration committee of the Company based on Mr. Liu Zhongxiang's and the Company's performance. The remuneration package of Mr. Liu Zhongxiang is determined by reference to his duties, responsibilities and expected time commitment to the Company's affairs.

除上述已披露者外，Xia女士(i)並無於本公司或任何其附屬公司擔任任何其他職務；(ii)並無與本公司任何董事、高級管理人員、主要或控股股東有任何關係；(iii)於本報告日期之過往三年並無擔任於聯交所及任何其他證券交易所上市之任何其他公司之董事職務或其他重要職務；及(iv)並無其他主要委任或專業資格。於報告日期，彼並無於按證券及期貨條例第XV部所界定之任何其他股份或相關股份中擁有或被視作擁有權益。

劉忠翔先生，二十九歲，於二零一五年九月三十日獲委任為執行董事。彼現亦為數家本公司附屬公司之董事。劉忠翔先生於二零零九年取得中國人民公安大學法律文憑。劉忠翔先生在建築及製糖和糖業貿易等不同行業中擁有六年經驗。劉忠翔先生為本公司主席兼執行董事劉鋒先生之子。

劉忠翔先生已與本公司簽訂服務合約但無固定任期，並須根據本公司組織章程細則在本公司之股東週年大會上輪值退任及膺選連任。劉忠翔先生有權根據服務合約獲取酬金每月港幣64,200元另加雙薪及由本公司薪酬委員會按其個人及本公司表現而決定的酌情花紅。劉忠翔先生之酬金乃基於其職務、責任及對公司事務預期投入時間而釐定。

Biographical Details of Directors 董事簡介

As at the report date, Mr. Liu Zhongxiang is the beneficial owner of China Sugar Holdings Limited which is a substantial shareholder of the Company holding 242,105,262 ordinary shares of the Company, representing approximately 15.88% of the total number of shares of the Company in issue. Mr. Liu Zhongxiang is deemed to be interested in 242,105,262 ordinary shares of the Company held by China Sugar Holdings Limited under Part XV of the SFO.

Save as disclosed above, Mr. Liu Zhongxiang (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of this report; and (iv) does not have other major appointments or professional qualifications. As at the report date, Mr. Liu Zhongxiang was not interested or deemed to be interested in any other shares or underlying shares of the Company pursuant to Part XV of the SFO.

於本報告日期，劉忠翔先生為中國糖業集團有限公司之實益擁有人，而中國糖業集團有限公司為本公司主要股東，持有本公司242,105,262股普通股，佔本公司已發行股份總數約15.88%。劉忠翔先生於按證券及期貨條例第XV部所界定之中國糖業集團有限公司持有之本公司242,105,262股普通股中被視作擁有權益。

除上述所披露者外，劉忠翔先生(i)並無於本公司或任何其附屬公司擔任任何其他職位；(ii)並無與本公司任何董事、高級管理人員、主要股東或控股股東有任何關係；(iii)於本報告日期之過往三年並無擔任於聯交所及任何其他證券交易所上市之任何其他公司之董事職務或其他主要委任；及(iv)並無其他主要委任或專業資格。於報告日期，劉忠翔先生並無於按證券及期貨條例第XV部所界定之本公司任何股份或相關股份中擁有或被視作擁有權益。

Biographical Details of Directors

董事簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Poon Lai Yin Michael (“Mr. Poon”), aged 45, was appointed as an independent non-executive Director on 29 November 2006. Mr. Poon is also the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the Company. Mr. Poon is a fellow member of Hong Kong Institute of Certified Public Accountants, a member of CPA Australia and a practicing member of Asset Management Association of China. He holds a bachelor degree in administrative studies from York University in Canada and a master degree in practicing accounting with Monash University in Australia. Mr. Poon worked for an international accounting firm and was responsible for providing business advisory and assurance services for listed companies. He has over 15 years of experience in financial reporting, business advisory, auditing, taxation, accounting, merger and acquisition. Mr. Poon is currently an independent non-executive director of Smartac Group China Holdings Limited (Stock Code: 395) since 29 January 2010, an alternate to Mr. Amir Gal-Or, a non-executive director of Vincent Medical Holdings Limited (Stock Code: 1612) since 26 February 2016, and the chief executive officer and company secretary of Anxin-China Holdings Limited (Stock Code: 1149) since 22 February 2017, those shares are listed on main board of the Stock Exchange.

Mr. Poon has entered into a letter of appointment with the Company for a term of two years. However, he is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Poon is entitled to an annual remuneration of HK\$180,000 without any bonus payment. The remuneration of Mr. Poon is not covered by any service contract. The remuneration package of Mr. Poon is determined by reference to performance of the Group and of Mr. Poon with reference to prevailing market conditions.

獨立非執行董事

潘禮賢先生（「潘先生」），四十五歲，於二零零六年十一月二十九日獲委任為獨立非執行董事。潘先生亦是本公司審核委員會主席、提名委員會成員和薪酬委員會成員。彼為香港會計師公會資深會員、澳洲會計師公會會員及中國證券投資基金業協會執業會員。潘先生持有加拿大約克大學(York University)行政學學士學位及澳洲Monash University實務會計碩士學位。彼曾任職於某國際會計師事務所，為多間上市公司提供業務顧問及審計服務。潘先生於財務報告、業務顧問、審計、稅務、會計及併購方面擁有逾十五年經驗。潘先生自二零一零年一月二十九日起至今一直擔任中國智能集團控股有限公司（股份代號：395）之獨立非執行董事、自二零一六年二月二十六日起擔任永勝醫療控股有限公司（股份代號：1612）之非執行董事 Amir Gal-Or先生之替代董事及自二零一七年二月二十二日起擔任中國安芯控股有限公司（股份代號：1149）之行政總裁兼公司秘書，該等公司股份均於聯交所主板上市。

潘先生已與本公司訂立委任函，年期為兩年。然而，彼須根據本公司章程細則在本公司之股東週年大會上輪值退任及膺選連任。彼有權獲取年度酬金港幣180,000元但並無任何花紅，潘先生之酬金並非由任何服務合約訂明支付。潘先生之薪酬待遇乃經參考本集團及潘先生之績效並根據現行市況而釐定。

Biographical Details of Directors 董事簡介

Save as disclosed above, Mr. Poon (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of this report; and (iv) does not have other major appointments or professional qualifications. As at the report date, Mr. Poon was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

Mr. Char Shik Ngor Stephen (“Mr. Char”), aged 67, was appointed as an independent non-executive Director on 30 September 2015. Mr. Char is also the chairman of the nomination committee, a member of the audit committee and a member of the remuneration committee of the Company. Mr. Char is currently a Barrister-at-Law and since 22 May 2007, has been appointed as an independent non-executive director of National Investments Fund Limited (Stock Code: 1227), whose shares are listed on the main board of the Stock Exchange. Mr. Char holds a bachelor of laws (Honours) from the University of London and a master degree in Social Sciences from the University of Hong Kong. Mr. Char was also the chief investigator and senior assignment officer of the Independent Commission Against Corruption in Hong Kong from 1976 to 2004 and a chief executive officer of Garner Forest Industries Limited.

Mr. Char has entered into a letter of appointment with the Company for a term of three years. However, he is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Char is entitled to an annual remuneration of HK\$180,000 without any bonus payment. The remuneration of Mr. Char is not covered by any service contract. The remuneration package of Mr. Char is determined by reference to performance of the Group and of Mr. Char with reference to prevailing market conditions.

除上述已披露者外，潘先生(i)並無於本公司或任何其附屬公司擔任任何其他職務；(ii)並無與本公司任何董事、高級管理人員、主要或控股股東有任何關係；(iii)於本報告日期之過往三年並無於任何其他於聯交所或任何其他證券交易所上市之公司擔任董事職務或其他重要職務；及(iv)並無其他主要委任或專業資格。於報告日期，彼並無於按證券及期貨條例第XV部所界定之本公司任何股份或相關股份中擁有或被視作擁有權益。

查錫我先生（「查先生」），六十七歲，於二零一五年九月三十日獲委任為本公司獨立非執行董事。查先生亦擔任本公司提名委員會主席、審核委員會成員及薪酬委員會成員。查先生現時為一位大律師，自二零零七年五月二十二日起獲委任為國盛投資基金有限公司（股份代號：1227，該公司股份於聯交所主板上市）獨立非執行董事。查先生持有倫敦大學（榮譽）法學學士及香港大學社會科學碩士學位。查先生於一九七六年至二零零四年期間亦曾任香港廉政公署總調查主任及高級審查主任，亦曾任加森林木業有限公司行政總裁。

查先生已與本公司訂立委任函，年期為三年。然而，彼須根據本公司章程細則在本公司之股東週年大會上輪值退任及膺選連任。彼有權獲取年度酬金港幣180,000元但並無任何花紅，查先生之酬金並非由任何服務合約訂明支付。查先生之薪酬待遇乃經參考本集團及查先生之績效並根據現行市況而釐定。

Biographical Details of Directors 董事簡介

Save as disclosed above, Mr. Char (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of this report; and (iv) does not have other major appointments or professional qualifications. As at the report date, Mr. Char was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

Ms. Li Jiansheng (“Ms. Li”), aged 62, was appointed as an independent non-executive Director on 30 September 2015. Ms. Li is also the chairman of remuneration committee, a member of the audit committee and a member of the nomination committee of the Company. Ms. Li was graduated from Dongbei University of Finance and Economics of China (中國東北財經大學) in July 1982, majoring in infrastructure economics. In October 2006, Ms. Li obtained the certificate for practicing as PRC Corporate Legal Advisor from the Ministry of Personnel, the Ministry of Justice and the State-owned Assets Supervision and Administration Commission of the State Counsel of the PRC. She was recognized as a senior accountant by the Ministry of Personnel of the PRC in 1993 and has been a member of the Institute of Certified Public Accountants of the PRC since 1999. Ms. Li obtained a master degree in Executive MBA from HEC Paris in 2007 and a master degree in Science in Applied Accounting and Finance from Hong Kong Baptist University in 2011. Ms. Li, for the period from September 2007 to March 2014, was appointed as vice president, chief financial officer and general legal advisor of China Railway Group Limited (Stock Code: 0390), whose shares are listed on the main board of the Stock Exchange.

除上述已披露者外，查先生(i)並無於本公司或任何其附屬公司擔任任何其他職務；(ii)並無與本公司任何董事、高級管理人員、主要或控股股東有任何關係；(iii)彼於本報告日期之過往三年並無擔任於聯交所及任何其他證券交易所上市之任何其他公司之董事職務或其他重要職務；及(iv)並無其他主要委任或專業資格。於報告日期，彼並無於按證券及期貨條例第XV部所界定之本公司任何股份或相關股份中擁有權益。

李建生女士（「李女士」），六十二歲，於二零一五年九月三十日獲委任為本公司獨立非執行董事。李女士亦擔任本公司薪酬委員會主席、審核委員會成員及提名委員會成員。李女士於一九八二年七月畢業於中國東北財經大學基建經濟專業。於二零零六年十月，李女士獲得中國人事部、司法部及國務院國有資產監督管理委員會頒發的中國企業法律顧問執業證書。彼於一九九三年獲中國人事部認可為高級會計師及自一九九九年起成為中國註冊會計師協會會員。李女士於二零零七年獲得巴黎高等商學院(HEC Paris)高級工商管理碩士學位及於二零一一年獲得香港浸會大學應用會計與金融碩士學位。李女士於二零零七年九月至二零一四年三月期間獲委任為中國中鐵股份有限公司（股份代號：0390，該公司股份於聯交所主板上市）副總裁、財務總監及總法律顧問。

Biographical Details of Directors 董事簡介

Ms. Li has entered into a letter of appointment with the Company for a term of three years. However, she is subject to the retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Li is entitled to an annual remuneration of HK\$180,000 without any bonus payment. The remuneration of Ms. Li is not covered by any service contract. The remuneration package of Ms. Li is determined by reference to performance of the Group and of Ms. Li with reference to prevailing market conditions.

Save as disclosed above, Ms. Li (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) does not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of this report; and (iv) does not have other major appointments or professional qualifications. As at the report date, Ms. Li was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

李女士已與本公司訂立委任函，年期為三年。然而，彼須根據本公司之章程細則於本公司股東週年大會上輪值退任及膺選連任。李女士有權獲取年度酬金港幣180,000元但並無任何花紅。李女士之酬金並非由任何服務合約訂明支付。李女士之薪酬待遇乃經參考本集團及李女士之績效並根據現行市況而釐定。

除上述已披露者外，李女士(i)並無於本公司或任何其附屬公司擔任任何其他職務；(ii)並無與本公司任何董事、高級管理人員、主要股東或控股股東有任何關係；(iii)於本報告日期前三年內並無於任何其他於聯交所或任何其他證券交易所上市之公司擔任董事職務或其他重要職務；及(iv)並無其他主要委任或專業資格。於報告日期，彼並無於按證券及期貨條例第XV部所界定之本公司任何股份或相關股份中擁有或被視作擁有任何權益。

Corporate Governance Report

企業管治報告

The Board and the Management are committed to the maintenance of good corporate governance practices and procedures.

The Company's corporate governance practices are based on the principles and the CG Code set out in the Corporate Governance Code contained in Appendix 14 of the Listing Rules on the Stock Exchange.

Throughout the Year, the Company has complied with all of the code provisions of the CG Code, except A.6.7 and E.1.2.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry of all Directors, the Company confirms that all Directors have complied with the required standard set out in the Model Code during the Year.

COMPOSITION AND BOARD PRACTICES

The Board is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders value. As at 31 December 2016, the Board consisted of eight Directors, comprising five executive Directors and three independent non-executive Directors. At least one of the independent non-executive Director possess appropriate professional accounting qualifications and financial management expertise, which complies with the requirement of the Listing Rules.

董事會及管理層致力達致高水準之企業管治慣例及程序。

本公司之企業管治常規乃以聯交所上市規則附錄十四所載之企業管治守則所載之原則及企業管治守則為依據。

於本年度，本公司已遵守企業管治守則之全部守則條文，惟第A.6.7條及E.1.2條除外。

董事進行證券交易之標準守則

本公司採納標準守則，作為董事進行證券交易的操守守則。於本年度，向全體董事作出明確查詢後，本公司確認全體董事已遵守標準守則所載之規定標準。

董事會組成及董事會慣例

董事會負責集體監督管理本集團的業務及事宜，旨在提升股東價值。於二零一六年十二月三十一日，董事會合共由八名董事組成，當中包括五名執行董事及三名獨立非執行董事。至少一名獨立非執行董事具有上市規則規定之適當的專業會計資格及財務管理專長。

Corporate Governance Report

企業管治報告

Executive Directors

Mr. Liu Feng (*Chairman*)
Mr. Chen Xian (*Vice-Chairman*)
Mr. Lau Sai Chung (*Chief Executive Officer*)
Ms. Xia Dan
Mr. Liu Zhongxiang

Independent Non-executive Directors

Mr. Poon Lai Yin Michael
Mr. Char Shik Ngor Stephen
Ms. Li Jiansheng

The Directors' biographical information are set out on pages 12 to 21 of this annual report. All executive Directors have given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience to hold the position so as to carry out his duties effectively. There is no relationship among the members of the Board except Mr. Liu Feng is the father of Mr. Liu Zhongxiang.

The Board has delegated the executive Directors with authority and responsibility by handling the management functions and operations of the day-to-day business of the Company, while reserving certain key matters for the approval by the Board. The types of decisions to be taken by the Board include annual and interim period financial reporting and control, equity fund raising, declaration of interim dividend and making recommendation of final dividend or other distributions, notifiable transactions under Chapters 14 and 14A of the Listing Rules and making recommendation for capital reorganization or scheme arrangement of the Company.

執行董事

劉鋒先生 (主席)
陳賢先生 (副主席)
劉世忠先生 (行政總裁)
Xia Dan女士
劉忠翔先生

獨立非執行董事

潘禮賢先生
查錫我先生
李建生女士

董事履歷詳情載於本年報第12至第21頁。所有執行董事均就本集團事務付出充足時間及心力。每名執行董事均具有其職位所需之足夠經驗，以有效執行彼之職務。除劉鋒先生為劉忠翔先生之父親外，董事會成員之間並無關係。

董事會已將處理本公司一切管理及日常營運工作轉授本公司之執行董事負責，惟若干重要事項仍需經董事會批准。需由董事會作出決定之類別包括年度及中期財務匯報及監控、股本集資、宣派中期股息及建議末期股息或其他分派、根據上市規則第十四及十四A章須予公佈之交易，以及就本公司之股本重組或計劃安排作出建議。

Corporate Governance Report

企業管治報告

The Board and each Director have separate and independent access to the Company's senior management. A Director who considers a need for independent professional advice in order to perform his duties as a Director may convene, or request the secretary of the Company (the "Company Secretary") to convene, a meeting of the Board to approve the seeking of independent legal or other professional advice.

The Company adopts the practice of holding meetings of the Board regularly for at least four times a year at approximately quarterly intervals. Ad-hoc meetings will also be convened if necessary to discuss the overall strategy as well as the operation and financial performance of the Group. Notice of meeting of the Board will be sent to all Directors at least 14 days prior to a regular Board meeting. Reasonable notice will be given to Directors for ad-hoc Board meetings. Directors may participate either in person or through electronic means of communications.

During the Year, four meetings of the Board were held, Directors are provided with relevant information to make informed decisions. The attendance of Directors at the Board meetings and the Board committees' meetings is set out in the table below:

董事會及各董事可自行接觸本公司之高級管理層。董事如認為需要獨立專業意見，以履行其為董事之責任，可召開或要求本公司之秘書（「公司秘書」）召開董事會會議，批准徵求獨立法律或其他專業意見。

本公司採納定期（一年最少四次，約每季一次）舉行董事會會議的措施。倘需要討論整體策略以及本集團的經營及財務表現，亦會召開臨時董事會會議。董事會會議通告將於日常董事會會議舉行前最少十四天送發予所有董事。就臨時董事會會議而言，合理通告亦會發予董事。董事可親身或透過電子通訊方式出席會議。

本年度已舉行四次董事會會議，董事已獲得相關資料以作出知情決定。董事會及董事委員會各成員之會議出席情況載列於下表：

Name of Directors	Board	Meetings attended/Eligible to attend 出席會議/合資格出席之會議			Annual General Meeting held on 27 May 2016 於二零一六年 五月二十七日舉行之 股東週年大會
		Audit Committee	Remuneration Committee	Nomination Committee	
董事姓名	董事會	審核委員會	薪酬委員會	提名委員會	
Executive Directors	執行董事				
Mr. Liu Feng	劉鋒先生	4/4	-	-	1/1
Mr. Chen Xian	陳賢先生	4/4	-	-	1/1
Mr. Lau Sai Chung	劉世忠先生	4/4	-	-	1/1
Ms. Xia Dan	Xia Dan女士	4/4	-	-	1/1
Mr. Liu Zhongxiang	劉忠翔先生	4/4	-	-	1/1
Independent Non-executive Directors	獨立非執行董事				
Mr. Poon Lai Yin Michael	潘禮賢先生	4/4	2/2	1/1	0/1
Mr. Char Shik Ngor Stephen	查錫我先生	4/4	2/2	1/1	1/1
Ms. Li Jiansheng	李建生女士	4/4	2/2	1/1	0/1

Corporate Governance Report

企業管治報告

Directors' Induction and Continuous Professional Development

All Directors, including independent non-executive Directors, should keep abreast of their collective responsibilities as Directors and of the business and activities of the Group. Each newly appointed Director would receive a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he is sufficiently aware of his responsibilities under the Listing Rules and other relevant regulatory requirements. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills, and update all Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirement to ensure compliance and to enhance their awareness of good corporate governance practices.

During the Year, the Directors participated in the continuous professional developments in relation to regulatory update, the duties and responsibility of the Directors and the business of the Group in the following manner:

董事之入職及持續專業發展

全體董事（包括獨立非執行董事）均須了解彼等作為董事之共同職責，以及本集團之業務及活動。每位新委任之董事均會收到一份全面之入職資料，範圍涵蓋本公司之業務營運、政策及程序以及作為董事之一般、法定及監管責任，以確保董事足夠了解其於上市規則及其他相關監管規定下之責任。本集團亦會提供簡介會及其他培訓，以發展及更新董事之知識及技能，並向全體董事提供有關上市規則及其他適用監管規定之最新發展，以確保董事遵守相關規則及加強董事對良好企業管治常規之認識。

於本年度，董事透過以下方式參與有關監管事宜之最新訊息、董事之職務與職責及本集團業務之持續專業發展活動：

Name of Directors 董事姓名	Attended Seminars or Briefing/Read Materials 參加研討會或 簡介會／閱讀材料
Executive Directors	執行董事
Mr. Liu Feng	劉鋒先生 ✓
Mr. Chen Xian	陳賢先生 ✓
Mr. Lau Sai Chung	劉世忠先生 ✓
Ms. Xia Dan	Xia Dan女士 ✓
Mr. Liu Zhongxiang	劉忠翔先生 ✓
Independent Non-executive Directors	獨立非執行董事
Mr. Poon Lai Yin Michael	潘禮賢先生 ✓
Mr. Char Shik Ngor Stephen	查錫我先生 ✓
Ms. Li Jiansheng	李建生女士 ✓

Corporate Governance Report

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of the chairman of the Company (the "Chairman") and chief executive officer of the Company (the "Chief Executive Officer") are segregated and are currently held by Mr. Liu Feng and Mr. Lau Sai Chung respectively. The Chairman is responsible for the Group's strategic planning and the management of the operations of the Board, while the Chief Executive Officer takes the lead in the Group's operations and business development. There is a clear division of responsibilities between the Chairman and Chief Executive Officer which provides a balance of power and authority.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors are appointed for a term of three years, except Mr. Poon Lai Yin Michael who is appointed for a term of two years, and subject to re-election on retirement by rotation at the annual general meeting of the Company (the "AGM") in accordance with the Company's articles of association (the "Articles"). Two of the independent non-executive Directors have appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules. The Company has received the annual confirmation of independence from each of the independent non-executive Directors as required under Rule 3.13 of the Listing Rules. The Company, based on such confirmations, considers all independent non-executive Directors to be independent.

主席及行政總裁

本公司主席（「主席」）及本公司行政總裁（「行政總裁」）之角色已予區分及現時分別由劉鋒先生及劉世忠先生出任。主席負責本集團之策略規劃及管理董事會運作，而行政總裁則領導本集團之經營及業務發展。主席與行政總裁之間分工清晰，以確保權力及授權分佈均衡。

獨立非執行董事

獨立非執行董事任期三年（除潘禮賢先生任期為兩年外）並須根據本公司之章程細則（「細則」）之規定於本公司股東週年大會（「股東週年大會」）上輪值退任及膺選連任。根據上市規則第3.10條，其中兩名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關財務管理專長。本公司已收到各獨立非執行董事根據上市規則第3.13條發出之週年獨立性確認書。本公司據此等確認書認為全體獨立非執行董事均具備獨立身份。

Corporate Governance Report

企業管治報告

NOMINATION COMMITTEE

The Company established a nomination committee (the "Nomination Committee") with written terms of reference in compliance with the CG Code. On 20 December 2013, the Board adopted a set of the revised terms of reference of the Nomination Committee, which has brought it in line with the new Listing Rules relating to the board diversity with effective from 1 September 2013. The revised terms of reference setting out the Nomination Committee's authority, duties and responsibilities are available on both the websites of the Company and the Stock Exchange. The existing Nomination Committee has the following three members:

Independent Non-executive Directors

Mr. Char Shik Ngor Stephen (*Chairman*)
Mr. Poon Lai Yin Michael
Ms. Li Jiansheng

The Nomination Committee has adopted a written nomination procedure specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company.

The principal responsibilities of the Nomination Committee are reviewing and supervising the structure, size and composition of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors.

Potential new Directors are identified and submitted to the Nomination Committee for approval. The nomination of Directors should take into consideration the candidate's qualification, ability and potential contribution to the Company. A candidate to be appointed as an independent non-executive Director must also satisfy the independence criteria set out in Rule 3.13 of the Listing Rules. No Director was newly appointed during the Year.

提名委員會

本公司成立提名委員會（「提名委員會」）並遵守企業管治守則訂立書面職權範圍。於二零一三年十二月二十日，董事會採納一系列經修訂之提名委員會職權範圍，其符合自二零一三年九月一日生效之有關董事會成員多元化之新上市規則。載有提名委員會權力、職責及責任之經修訂職權範圍可於本公司網站及聯交所網站查閱。提名委員會現共有以下三名成員：

獨立非執行董事

查錫我先生（*主席*）
潘禮賢先生
李建生女士

提名委員會已採納書面提名程序，列明挑選及建議本公司董事候選人之過程及準則。

提名委員會主要負責檢討及監督董事會之架構、規模及組成，物色合資格人士出任董事會成員，評估獨立非執行董事之獨立性，以及向董事會就委任或重選董事作出推薦建議。

物色到候任新董事後，均須提呈提名委員會審批。提名董事時須考慮候選人之資歷、能力及對本公司之潛在貢獻。獲委任為獨立非執行董事之候選人，亦須符合上市規則第3.13條所載之獨立性準則。於本年度，概無新委任之董事。

Corporate Governance Report

企業管治報告

During the Year, one meeting was held by the Nomination Committee to recommend the re-appointment of the Directors standing for re-election at the AGM, to review the size, structure, composition as well as diversity of the Board, to assess the independence of independent non-executive Directors and to consider the changes of Directors. The Nomination Committee has also reviewed the board diversity policy to ensure its effectiveness and considered that the Group has achieved the objectives of the board diversity policy during the Year.

REMUNERATION COMMITTEE

The Company established a remuneration committee (the "Remuneration Committee") with the written terms of reference in compliance with the CG Code. The terms of reference setting out the Remuneration Committee's authority, duties and responsibilities are available on both the websites of the Company and the Stock Exchange. The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual executive Directors and senior management. The existing Remuneration Committee has the following three members:

Independent Non-executive Directors

Ms. Li Jiansheng (*Chairman*)
Mr. Poon Lai Yin Michael
Mr. Char Shik Ngor Stephen

The principal responsibilities of the Remuneration Committee are making recommendations to the Board on the Company's policy and structure for the remuneration of Directors and senior management, and reviewing the specific remuneration packages of all executive Directors and senior management by reference to the corporate goals and objectives resolved by the Board from time to time.

於本年度，提名委員會召開一次會議，藉以建議續聘將於股東週年大會上膺選連任之董事；檢討董事會之規模、架構、組成及多元化、評估獨立非執行董事之獨立性，以及考慮董事之變更。提名委員會已檢討董事會成員多元政策以確保其成效，並認為本集團本年度達致董事會成員多元政策之目標。

薪酬委員會

本公司成立薪酬委員會（「薪酬委員會」）並遵守企業管治守則訂立書面職權範圍。載有薪酬委員會權力、職責及責任之職權範圍可於本公司網站及聯交所網站查閱。薪酬委員會在其採納之運作模式中擔任董事會之顧問角色，董事會保留最終批准各執行董事及高級管理層人士薪酬待遇之權力。薪酬委員會現共有以下三名成員：

獨立非執行董事

李建生女士（*主席*）
潘禮賢先生
查錫我先生

薪酬委員會之主要職責為就本公司全體董事及高級管理層之薪酬政策及架構向董事會提供建議，並參考董事會不時決議之企業目標及目的，審閱全體執行董事及高級管理層之具體薪酬方案。

Corporate Governance Report

企業管治報告

Details of the remuneration of Directors are set out in Note 18 to the consolidated financial statements. During the Year, two meetings of Remuneration Committee were held for, inter alia, reviewing the remuneration policy and structure for as well as the remuneration packages of all Directors and the senior management and considering the remuneration packages of all newly appointed Directors. No Director was involved in deciding his/her own remuneration.

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in compliance with the CG Code. On 31 December 2015, the Board adopted a set of the revised terms of reference of the Audit Committee, which has brought it in line with the new requirement of the Listing Rules in relation to the internal controls by introducing the concept of the risk management. The revised terms of reference setting out the Audit Committee's authority, duties and responsibilities are available on both the websites of the Company and the Stock Exchange. The existing Audit Committee has the following three members:

Independent Non-executive Directors

Mr. Poon Lai Yin Michael (*Chairman*)
Mr. Char Shik Ngor Stephen
Ms. Li Jiansheng

The principal responsibilities of the Audit Committee include making recommendations to the Board on the appointment, re-appointment and removal of the external auditors and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of such auditors; reviewing the interim and annual reports and accounts of the Group; and supervising the financial reporting process and effectiveness of the risk management and internal control system of the Group.

董事酬金之詳情載列於綜合財務報表附註18。於本年度，薪酬委員會召開了兩次會議，藉以（其中包括）檢討本公司全體董事及高級管理層之薪酬政策、架構、薪酬組合及考慮全體新委任董事之薪酬組合。概無董事參予釐定本身之酬金。

審核委員會

本公司成立審核委員會並遵守企業管治守則訂立書面職權範圍。於二零一五年十二月三十一日，董事會採納審核委員會的一系列職權範圍之修訂，乃遵照上市規則有關於引入風險管理概念的內部監控之新規定。載有審核委員會權力、職責及責任之新修訂職權範圍可於本公司網站及聯交所網站查閱。審核委員會現共有以下三名成員：

獨立非執行董事

潘禮賢先生（主席）
查錫我先生
李建生女士

審核委員會主要負責就外聘核數師之委任、重聘及罷免向董事會作出建議，並審批外聘核數師之酬金及聘任條款，以及與該等核數師之辭任或罷免有關之任何事宜；審閱中期報告、年報及本集團賬目；以及監察財務申報程序及本集團風險管理及內部監控系統是否有效。

Corporate Governance Report

企業管治報告

During the Year, two meetings were held by the Audit Committee to review and make recommendation to the Board for approval of the audited results of the Group for the year ended 31 December 2015 and the unaudited interim results for the six months ended 30 June 2016, to discuss the accounting policies and practices which may affect the Group with the Management and the Company's auditors, to make recommendation on the re-appointment of external auditors for the approval of the shareholders in the AGM, to review the fees charged by the external auditors; and to review the effectiveness of risk management and internal control system of the Group.

CORPORATE GOVERNANCE FUNCTION

All members of the Board are responsible for performing the corporate governance functions. The terms of reference of corporate governance functions was adopted by the Board on 29 March 2012 and is in compliance with the CG Code. During the Year, the Board has reviewed the policy of the corporate governance and the corporate governance report of the Company.

BOARD DIVERSITY POLICY

On 20 December 2013, the Company has adopted a board diversity policy (the "Policy") setting out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service.

The Board will consider to set measurable objectives to implement the Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

於本年度，審核委員會召開兩次會議，藉以審閱並建議董事會批准本集團截至二零一五年十二月三十一日止年度之經審核業績及截至二零一六年六月三十日止六個月之未經審核中期業績，與管理層及本公司之核數師討論對本集團有影響之會計政策及實務，建議股東於股東週年大會上批准續聘外聘核數師，審閱外聘核數師支取之費用，以及檢討本集團之風險管理及內部監控系統是否有效用。

企業管治職能

董事會全體成員負責執行企業管治職能。企業管治職能之職權範圍已於二零一二年三月二十九日獲董事會採納，並符合企業管治守則。於本年度，董事會已檢討本公司之企業管治政策及企業管治報告。

董事會成員多元化政策

於二零一三年十二月二十日，本公司已採納董事會成員多元化政策（「該政策」），當中列載董事會為達致及維持多元化以提升董事會之有效性而採取之方針。

根據該政策，本公司為尋求達致董事會成員多元化會考慮眾多因素，包括但不限於性別、年齡、文化及教育背景、族群特性、專業經驗、技能、知識及服務年資。

董事會將考慮制定可計量目標以推行該政策，並不時檢討該等目標以確保其合適度及確定達致該等目標之進度。

董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。

Corporate Governance Report

企業管治報告

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

As at the date of annual report, the information (including sex, age, educational background, professional experience, term of appointment and designation) of the Board is as follows:

甄選人選將以一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終將按人選之長處及可為董事會作出之貢獻而決定。

於年報日期，董事會資料（包括性別、年齡、教育背景、專業經驗、任期及任職）如下：

		No. of Director 董事人數	
Age group: 年齡組別：	Below 41 41歲以下	1	
	41 to 50 41至50歲	3	
	51 to 60 51至60歲	1	
	Over 60 60歲以上	3	
	Gender: 性別：	Male 男	6
	Female 女	2	
Educational background: 教育背景：	Hong Kong and Macau 香港及澳門	2	
	The PRC 中國	3	
	Overseas 海外	3	
Length of service (year): 服務年限（年）：	1-5 1至5年	4	
	6-10 6至10年	2	
	Over 10 10年以上	2	
	Designation: 任職：	Executive Director 執行董事	5
Independent Non-executive Director 獨立非執行董事		3	

Corporate Governance Report

企業管治報告

For the purpose of implementation of the board diversity policy, the following measurable objectives were adopted:

1. at least one third of the members of the Board shall be independent non-executive directors; and
2. at least one of the members of the Board shall have obtained accounting or other professional qualifications.

The Board has achieved the measurable objectives in the board diversity policy.

AUDITOR'S REMUNERATION

The audit works of the Group for the Year were performed by SHINEWING (HK) CPA Limited.

The total fee paid/payable in respect of the statutory audit and non-audit services provided by external auditor is set out in the following table:

就執行董事會多元化政策而言，已採納以下可計量目標：

1. 董事會成員至少有一分之三須為獨立非執行董事；及
2. 董事會成員至少有一名董事須取得會計或其他專業資格。

董事會已實現董事會多元化政策之可計量目標。

核數師酬金

本集團本年度之核數工作由信永中和（香港）會計師事務所有限公司處理。

外聘核數師所提供之法定核數及非核數服務之已付／應付之費用總數載列於下表：

Services rendered	所提供服務	Fee paid/payable 已付／應付費用	
		For the year ended 31 December 2016 截至二零一六年 十二月三十一日 止年度 HK\$'000 港幣千元	For the year ended 31 December 2015 截至二零一五年 十二月三十一日 止年度 HK\$'000 港幣千元
SHINEWING (HK) CPA Limited	信永中和（香港）會計師事務所有限公司		
– Audit services	– 核數服務	1,360	1,280
– Non-audit services Interim review	– 非核數服務 中期審閱	580	605
Total fee paid/payable for the Year	本年度已付／應付之費用總數	1,940	1,885

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

The Company Secretary, Mr. Fu Lui, was appointed on 2 July 2010. He is responsible to the Board for ensuring that Board procedures are followed and that the Board is fully briefed on all legislative, regulatory and corporate governance developments and has regarded to them when making decisions. The Company Secretary is also responsible for advising the Board on the Group's compliance with the continuing obligations of the Listing Rules, Codes on Takeovers and Mergers and Share Repurchases, Companies Ordinance, Securities and Futures Ordinance and other applicable laws, rules and regulations. During the Year, Mr. Fu Lui undertook not less than 15 hours of professional training to update his skills and knowledge.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors have acknowledged for the preparation of the consolidated financial statements at the end of the reporting period which gives a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the consolidated financial statements for the Year, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis. The statement by the auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 72 and 80 of this annual report.

公司秘書

公司秘書府磊先生乃於二零一零年七月二日獲委任。其對董事會負責，職責為確保董事會議事規則得到遵守，並確保在一切法律、監管及企業管治發展事宜上，董事會已獲充分知會，並且在作出決定時已考慮該等因素。公司秘書亦負責就本集團是否遵守《上市規則》、《公司收購、合併及股份購回守則》、《公司條例》、《證券及期貨條例》以及其他適用法律、規則及法規之持續責任向董事會提供建議。於本年度，府磊先生已進行不少於15小時之專業培訓，以更新其技能及知識。

董事對綜合財務報表之責任

董事確認編製各期結日之綜合財務報表，對期內本集團事務、業績及現金流量提供真實及公平之意見。在編製本年度之綜合財務報表時，董事已貫徹採用合適之會計政策，作出審慎、公平而合理之判斷及推測，並按持續經營基準編製綜合財務報表。本公司核數師就本集團之綜合財務報表所申報之責任載於本年報第72及80頁之獨立核數師報告書。

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board has the overall responsibility to ensure that sound and effective risk management and internal controls are maintained, while the Management is charged with the responsibility to design and implement an internal controls system to manage risks. A sound system of risk management and internal controls is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

Risk Management and Internal Control Framework of the Group

The Board is responsible for the Group's system of risk management and internal controls and reviewing its effectiveness. The Audit Committee supports the Board in monitoring the Group's risk exposures, the design and operating effectiveness of the underlying risk management and internal controls systems. The Management assesses and presents regular reports to the Audit Committee on its own assessments of key risks, the strengths and weaknesses of the overall internal controls systems, with action plans to address the weaknesses. External auditor also report on any control issues identified in the course of their work. Taking these into consideration, the Audit Committee reviews the effectiveness of the Group's system of risk management and internal controls, and reports to the Board on such reviews. Work and findings of the Management are considered by the Board in forming its own view on the effectiveness of the system.

Currently the Group engages independent professional team in performing internal audit work after considering the independence, flexibility, and overall efficiency. The Group will review on an annual basis the need for having an internal audit team to perform the function.

風險管理及內部監控

董事會負責維持完善有效的風險管理及內部監控，而管理層則負責設計及執行內部監控制度以管理風險。良好的風險管理及內部監控制度旨在管理而非消除未能實現業務目標的風險，且只能針對重大錯誤陳述或遺失提供合理而非絕對的保證。

本集團的風險管理及內部監控架構

董事會負責本集團的風險管理及內部監控制度並檢討其成效。審核委員會協助董事會監察本集團承受的風險水平、有關之風險管理和內部監控系統的設計及運作成效。管理層評估本集團的主要風險、整體內部監控制度並定期向審核委員報告，同時提出應對的行動方案。外聘核數師亦匯報在工作過程中識別的任何監控事宜。經考慮以上各點，審核委員會會檢討公司風險管理及內部監控制度的成效，並向董事會報告檢討結果。董事會考慮管理層的工作及檢討結果後，再就風險管理及內部監控制度的成效得出自己的意見。

現時本集團外聘獨立專業團隊以進行內部審核工作，以平衡內部審核工作的獨立性、靈活性及整體效益。本集團每年檢討是否需要以內部團隊進行內部審核工作。

Corporate Governance Report

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Risk Management and Internal Control Framework Diagram

風險管理及內部監控架構圖

“Top-down” 「由上而下」	The Board 董事會		
Oversight, identification, assessment and mitigation of risk at corporate level 監督、識別、評估及紓緩企業層面的風險	<ul style="list-style-type: none"> Has overall responsibility for the Group’s risk management and internal controls system 負責集團整體的風險管理及內部監控系統 	<ul style="list-style-type: none"> Sets strategic objectives 訂立策略目標 Reviews the effectiveness of the Group’s risk management and internal controls system 檢討本集團風險管理及內部監控系統的成效 	<ul style="list-style-type: none"> Monitors the nature and extent of risk exposure for the Group’s principal risks 監察本集團主要風險的性質及程度
	Management 管理層	Audit Committee 審核委員會	<p>Internal professionals 公司內部的合資格專才</p> <p>External professionals 外聘之獨立專業團隊</p> <p>External auditor 外聘核數師</p>
	<ul style="list-style-type: none"> Designs, implements and monitors the Group’s risk management and internal controls system 設計、執行及監察本集團的風險管理及內部監控系統 Assesses the Group’s risks and mitigating measures 評估本集團的風險及相應的紓緩措施 	<ul style="list-style-type: none"> Supports the Board in monitoring risk exposure, design and operating effectiveness of the underlying risk management and internal controls system 協助董事會監察風險管理及內部監控系統的設計和運作成效 	<ul style="list-style-type: none"> Supports the Audit Committee in reviewing the effectiveness of the Group’s risk management and internal controls system 協助審核委員會檢討本集團風險管理及內部監控系統的成效
“Bottom-up” 「由下而上」	Operational Level 業務營運層面		
Identification, assessment and mitigation of risk at business unit level and across functional areas 識別、評估及紓緩業務單位及職能範疇的風險	<ul style="list-style-type: none"> Risk identification, assessment and mitigation performed across the business 識別、評估及紓緩業務風險 	<ul style="list-style-type: none"> Risk management process and internal controls practice across business operations and functional areas 在各營運及職能範疇執行風險管理程序及內部監控措施 	

Corporate Governance Report

企業管治報告

Risk Management and Internal Control System and Procedures

Control Environment – The Group has been operating under an established and appropriate control environment with reference to principles of “Internal Control and Risk Management – A Basis Framework” issued by the Hong Kong Institute of Certified Public Accountants. Risk management and internal controls cover effective operations, reliable financial reporting and compliance.

Risk Assessment – The Group continues to drive improvements to its risk management process and the quality of risk information generated, while at the same time maintaining a simple and practical approach. We seek to have risk management features embedded within our operations, aiming to have a risk management system that is practised on a day-to-day basis by our operating units.

The Board reviews and understands the risk factors of the Group and operations annually, and the Management continuously monitors the scope and quality of ongoing risk management and internal control system. The “Top-down” monitoring ensures risk management features embedded within the operations and operated effectively.

Meanwhile, the heads of operation units participate in risk identification from “Bottom-up” so as to identify the Group’s overall risks.

Control Activities – The Group’s core property development business involves well-established business processes. Control activities have traditionally been built on top-level reviews, segregation of duties and physical controls. We have been formalizing and documenting the control processes in policies and procedures. Written policies and procedures with defined limits of delegated authority are in place, which facilitate effective segregation of duties and controls.

風險管理及內部監控系統及程序

監控環境 – 本集團參考香港會計師公會發布的《內部監控與風險管理的基本架構》中所述之原則，建立一個妥善的監控環境下營運其業務。風險管理及內部監控覆蓋的範疇包括有效的運作、可靠的財務匯報以及適用的法例和規則之遵守。

風險評估 – 本集團持續致力提升風險管理程序和風險資訊質素，同時貫徹簡單切實的風險管理方向。我們致力將風險管理功能融入業務營運，制訂並維持一個可供各業務營運單位日常使用的風險管理系統。

董事會每年檢討及了解本集團及業務之風險因素，及管理層持續監察風險管理及內部監控系統的工作範疇及質素，以「由上而下」的監控確保風險管理功能融入業務營運中和發揮成效。

同時，業務營運單位以「由下而上」方式配合，要求營運單位主管參與識別營運風險，從而釐定本集團的整體風險。

監控工作 – 本集團的核心房地產開業務已有成熟的營運流程配合運作。有關監控工作傳統上建基於高層審查、職責分工及實質監控等範疇。本集團一直努力將政策和程序的監控過程制度化及以書面記錄。本集團已制訂有關界定權限的書面政策和程序，以便有效劃分職責和控制權。

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Planning and budgeting processes are one of key control activities of the Group, which have been refined to take into consideration risk factors. All operating units prepare their respective operating plans pursuant to corporate objectives for consideration. In this process, they are required to identify material risks that may impact the achievement of their business objectives. Action items to mitigate the identified risks are developed for implementation as well as for achieving the budget and business objectives. Variance analyses are regularly performed and reported to the Management and the Board. These help identify deficiencies and enable timely remedial actions to be taken.

Capital expenditures monitoring is also significant to the capital-intensive nature of the property business of the Group. Depending on the nature and the size of the projects, detailed analyses of expected capital expenditures are submitted to the heads of operating units, executive Directors or the Board for consideration and approval.

Monitoring Activities – The Board and Audit Committee oversee the process, monitored by internal and external professionals of the Group. The Management has emphasized in its updated reports to the Audit Committee on movements of top risks and appropriate mitigating measures. There is at least one Audit Committee meeting substantially devoted to risks items.

項目規劃及預算制定過程是本集團的主要監控活動之一，並因應考慮風險因素的需要而作出改進。所有營運單位按照公司目標各自制訂營運計劃以供審核。過程中營運單位需要識別對實現業務目標可能有影響的重大風險，並制訂行動來緩解已識別的風險，務求達成預算和業務目標。業務營運單位定期進行差異分析，並向管理層和董事會匯報，以助找出不足之處和適時採取補救措施。

鑑於本集團房地產業務的資本密集性質，監控資本開支亦十分重要。視乎有關開支的性質及規模，有關資本開支需呈交營運單位主管、執行董事或董事會審核及批准。

監察工作 – 由董事會及審核委員會監督，而本集團內部及外聘專材監察。管理層已就最高風險的變化及適當的紓緩措施，加強向審核委員會匯報最新情況。審核委員會會議中，最少其中一次會議主要針對討論風險項目。

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Procedures and Internal Controls for Handling and Dissemination of Inside Information

In handling and dissemination of inside information, the Group:

- will conduct immediate dissemination once inside information is available and/or respective decision is made, except the inside information falling into the Safe Harbours of Securities and Futures Commission that allow non-disclosure;
- complies with applicable laws, rules and guidelines on disclosure of inside information issued by Securities and Futures Commission;
- decides and implements monitoring procedures regarding dissemination of inside information; and
- communicates with relevant persons about corporate information disclosure practices with respective training.

REVIEW ON EFFECTIVENESS OF RISK MANAGEMENT AND INTERNAL CONTROLS IN 2016

The Board opts that during the Year, risk management and internal control system are effective and sufficient, and no event leads to material impact on Group's financial, operational and compliance controls. Respective reviews cover the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions, and the effectiveness of the Group's processes for financial reporting and Listing Rules compliance.

處理及發布內幕消息的程序和內部監控措施

在處理及發佈內幕消息方面，本集團：

- 一旦知悉內幕消息及／或在作出有關決定後須即時公佈，除非該等內幕消息屬於證券及期貨條例規定的安全港，無需披露；
- 於處理有關事務時恪守適用法律及法規以及證券及期貨事務監察委員會頒佈的《內幕消息披露指引》；
- 訂立及實施監控向公眾發佈內幕消息的程序；及
- 已向所有相關人員傳達有關企業資料披露政策的執行情況並提供相關培訓。

二零一六年檢討風險管理及內部監控之成效

於本年度，董事會認為風險管理及內部監控制度有效及足夠，亦無發現任何可能對本集團財務監控、運作監控、合規監控以及風險管理功能可能構成重大影響的重要事項。檢討範圍涵蓋本集團會計、內部審計及財務匯報職能的資源、員工資歷及經驗，培訓課程及預算是否充足，以及有關財務報告及遵守《上市規則》規定之程序。

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RECOMMENDED BEST PRACTICES

Group's Risk Factors

As a basis of risk management, we should understand the Group's existing risk factors and respective change from time to time. Listed below are the nature of significant risk factors that the Group is facing, whilst the listed factors will not be exclusive:

Risk factors

- The Group may be unable to sell property investment at expected prices or terms due to volatility in the property market of the PRC.
- The Group is required to comply with numerous government rules and new regulations to be promulgated from time to time, and may be affected by tightening measures launched by the PRC government for regulating the real estate industry.
- The business of the Group may be significantly affected if the engaged external construction contractors encounter any problem during development of property given our full reliance on them to conduct all the construction projects.
- Principal revenues and expenses of the Group – Property Development Business are denominated in Renminbi. Investors may indirectly invest in the assets denominated in Renminbi. If Renminbi weakens against Hong Kong dollars, the asset value of the shares denominated in Hong Kong dollars will decline.

推薦最佳常規

本集團風險事項

作為風險管理方針的基礎，我們必須了解本集團目前承受的風險狀況，以及這些風險如何隨時間而出現變化。下表闡述本集團數項主要重大風險的性質，惟並不構成已列有所有風險的清單：

風險事項

- 中國的房地產市場的波動，令本集團無法按預期的價格或條款出售房地產投資。
- 本集團須遵守多項政府法規及須受經常出台的新法規規管，可能因中國政府為調控房地產行業而頒佈的措施受影響。
- 現時依賴外聘建築承包商進行所有建設工程，若開發過程中聘用的外聘建築承包商發生問題，本集團業務將受到重大不利影響。
- 本集團主要收益及開支－房地產開發業務均以人民幣計值，投資者或會間接投資人民幣計值資產。如人民幣對港幣下調，以港幣計值股票的資產值將下降。

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COMMUNICATION WITH SHAREHOLDERS

The Board makes its endeavour to maintain an ongoing and transparent communication with all shareholders and, in particular, use general meetings to communicate with shareholders and encourage their participation. A shareholder's communication policy was adopted by the Board on 29 March 2012 aiming at providing the shareholders and potential investors with ready and timely access to balanced and understandable information of the Company. The Company also uses various other means of communication with its shareholders, such as publication of annual and interim reports, announcements, circulars and additional information on the Group's business activities and development on the Company's website: www.chinauptown.com.hk.

Under the code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. In addition, under the code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting and he should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. The whole Board and the auditor of the Company had attended the 2016 AGM to answer questions of the shareholders of the Company except that Mr. Poon Lai Yin Michael (the chairman of Audit Committee) and Ms. Li Jiansheng (chairman of Remuneration Committee) could not attend the 2016 AGM due to other business engagement but they had appointed the other attended Directors as their representatives to answer questions of the shareholders of the Company. In the future, the Company will try its best to encourage the independent non-executive Directors to attend the general meetings.

股東通訊

董事會致力不斷維持與全體股東之間具透明度的通訊，特別是以股東大會與股東溝通及鼓勵參與。股東通訊政策已於二零一二年三月二十九日獲董事會採納，該政策旨在確保股東及潛在投資者可隨時及適時地獲得本公司中肯及易於理解之資料。本公司亦透過各種其他方式與股東通訊，包括刊登年報及中期報告、公佈、通函以及有關本集團業務活動及發展之其他資料於本公司之網站：www.chinauptown.com.hk。

根據企業管治守則守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會，以對股東的意見能有公正的了解。此外，根據企業管治守則守則條文第E.1.2條，董事會主席應出席股東週年大會且其亦應邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會（視情況而定）的主席出席。全體董事會成員及本公司核數師已出席二零一六年股東週年大會回答本公司股東的提問，惟潘禮賢先生（審核委員會主席）及李建生女士（薪酬委員會主席）因其他公務未能出席二零一六年股東週年大會，但彼等已委託其他出席董事作為代表出席會議回答本公司股東的提問。未來，本公司將盡最大努力鼓勵獨立非執行董事出席股東大會。

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The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company Secretary may be sent by post to the Company's head office and principal place of business at Suite 1501, 15/F., Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong.

SHAREHOLDERS' RIGHT

Procedures for Shareholders to Convene an Extraordinary General Meeting

Pursuant to the Articles, an extraordinary general meeting may be convened by the Board upon requisition by any shareholder holding not less than one-tenth of the issued share capital of the Company and the securities being held carrying the right of voting at any general meetings of the Company. The shareholder shall make a written requisition to the Board or the Company Secretary at the Company's head office and principal place of business at Suite 1501, 15/F., Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal regarding any specified transaction/business and its supporting documents.

Procedures for putting forward Proposals at a General Meeting

A shareholder shall make a written requisition to the Board or the Company Secretary at the Company's head office and principal place of business at Suite 1501, 15/F., Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

本公司繼續促進投資者關係，並加強與現有股東及潛在投資者溝通。歡迎投資者、利益相關者及公眾人士提供建議。向董事會或公司秘書提出之查詢，可郵寄至本公司之總辦事處及主要營業地點，地址為香港九龍尖沙咀廣東道30號新港中心第一期15樓1501室。

股東之權利

股東召開股東特別大會之程序

根據細則，董事會可因應持有不少於本公司已發行股本十分之一且所持證券附有於本公司任何股東大會上投票之權利之任何股東之要求召開股東特別大會。股東須向董事會或公司秘書提出書面要求，並將有關要求寄至本公司之總辦事處及主要營業地點（地址為香港九龍尖沙咀廣東道30號新港中心第一期15樓1501室），當中列明股東之持股信息、詳細聯繫方式、有關任何特定交易／業務之建議及其支持文件。

於股東大會上提呈建議之程序

股東須向董事會或公司秘書提出書面要求，並將有關要求寄至本公司之總辦事處及主要營業地點（地址為香港九龍尖沙咀廣東道30號新港中心第一期15樓1501室），當中列明股東之持股信息、詳細聯繫方式、擬於股東大會上提呈之有關任何特定交易／業務之建議及其支持文件。

Corporate Governance Report

企業管治報告

Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary at the Company's head office and principal place of business at Suite 1501, 15/F., Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon, Hong Kong or send email to info@chinauptown.com.hk.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

CONSTITUTIONAL DOCUMENTS

During the Year, there is no change in the Company's constitutional documents.

向董事會發出股東查詢之程序

股東可隨時以書面方式將其查詢及關注事宜寄往本公司之總辦事處及主要營業地點（地址為香港九龍尖沙咀廣東道30號新港中心第一期15樓1501室）或電郵至info@chinauptown.com.hk，透過公司秘書轉交予董事會。

股東亦可於本公司之股東大會上向董事會作出查詢。

組織章程文件

於本年度，本公司之組織章程文件並無變化。

Environmental, Social and Governance Report

環境社會及管治報告

1. INTRODUCTION

Reporting Guideline

This is the first “Environmental, Social and Governance (“ESG”) Report issued by China Uptown Group Company Limited (“Company”) and its subsidiaries (collectively, the “Group”). It has been prepared in compliance with the ESG Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities of the Stock Exchange (the “Listing Rules”).

Reporting Scope

The ESG report covers the ESG performance of the Company and its subsidiaries in both Hong Kong and the People’s Republic of China (PRC) from 1st January 2016 to 31st December 2016. This includes our office in Hong Kong and the Group’s property development business in the PRC.

Feedback

The report aims to be plain, clear, and easy to read. The Group shall in the future continue to improve on the content and delivery of information disclosed in the report. We welcome your feedback on our reporting for 2016 and any suggestions you have in terms of what you would like to see incorporated in our future reports. To contact us, you may do so at: info@chinauptown.com.hk.

1. 緒言

報告指引

此乃中國上城集團有限公司（「本公司」）及其附屬公司（統稱「本集團」）刊發的首份「環境、社會及管治」（「環境、社會及管治」）報告。其乃遵照聯交所證券上市規則（「上市規則」）附錄27所載的環境、社會及管治報告指引編製。

報告範疇

環境、社會及管治報告涵蓋本公司及其附屬公司自二零一六年一月一日至二零一六年十二月三十一日在香港及中華人民共和國（中國）的環境、社會及管治表現。其包括我們的香港辦事處及本集團於中國的物業發展業務。

反饋

報告以簡明易讀為目標。本集團日後將繼續改善報告所披露的內容及傳達資訊。我們歡迎閣下就二零一六年報告作出反饋，以及閣下就希望納入日後報告事宜作出任何建議。閣下可通過 info@chinauptown.com.hk 聯絡我們。

Environmental, Social and Governance Report

環境社會及管治報告

2. MESSAGE FROM OUR CHAIRMAN

To all our dear stakeholders,

I am delighted to present to you our first ESG report for 2016.

Sustainability has become increasingly important in recent years. In response to the increasing severity of climate change, and expectations for companies to being a responsible corporate citizen, more investors have been demanding for increased transparency and accountability regarding how companies are addressing the impacts of their business operations and handling environmental, social and governance issues. As the new Listing Rules in Hong Kong finally take effect, we are excited to take advantage of the opportunity in meeting the demands of our stakeholders and improving the current landscape of sustainability reporting in Hong Kong.

In 2016, we have complied with all applicable environmental laws and regulations in both Hong Kong and the Mainland China. As the Group engages in different property development projects, we are well-aware of the potential environmental risks inherent in our constructions activities. To identify the environmental impact of our construction activities, environmental impact assessments and engagement with surrounding residents have been carried out for our projects. To tackle and reduce our footprints on the environment, particularly regarding air, water and noise pollution, a number of environmental measures have also been carried out and adhered to in a comprehensive and strict manner.

2. 主席的話

致各位親愛的利益相關者：

本人欣然向閣下呈列二零一六年之首份環境、社會及管治報告。

可持續性近年來變得日益重要。為回應氣候變化日益嚴重的情況，以及對公司身為負責任企業公民的期望，越來越多投資者就公司解決其業務營運的影響及處理環境、社會及管治事宜要求增加透明度及問責性。由於香港新上市規則終於生效，我們欣然把握機會以符合利益相關者的要求，並改善香港目前的可持續性報告態勢。

於二零一六年，我們已遵守香港及中國內地的所有適用環境法律及法規。由於本集團從事不同物業發展項目，我們深明建築活動固有的潛在環境風險。為識別建築活動的環境影響，我們已就項目進行環境影響評估及接觸週邊居民。為處理及減少對環境的影響（尤其是有關空氣、水及噪音的污染），我們亦已全面及嚴格進行和遵循多項環境措施。

Environmental, Social and Governance Report

環境社會及管治報告

Being committed in providing our employees with an enjoyable and fulfilling work environment, the Group has been actively promoting workplace diversity and providing equal recruitment, training and development opportunities to all employees, regardless of external factors such as their ascribed characteristic like age, gender and race etc. Taking the health and safety of our employees seriously, the Group maintains close communication with our contractors and suppliers to ensure the appropriate safety measures are carried out on our construction sites. In 2016, the total hours spent on safety training for our employees were 135, no work-related fatalities or injuries were reported for our business operations in both Hong Kong and the Mainland China.

To achieve our mission in delivering quality products and services to our customers, different quality control and assurance measures are regularly carried out. Careful consideration is taken regarding the past quality and safety performance of our suppliers during our initial selection process. Furthermore, strict compliance is made regarding the relevant regulations regarding the health and safety aspects of our products and services.

All in all, the Group has been committed in applying sustainable practices across its business operations. We believe to be a responsible company and foster confidence and trust amongst our stakeholders, it is important for the Group to regularly review, communicate and improve its ESG performance. Since this is our first ESG report, we acknowledge that there could be room for improvement, hence as we start our journey to sustainability reporting, we look forward to your invaluable feedback and support.

By Order of the Board
China Uptown Group Company Limited
Liu Feng
Chairman

Hong Kong, 27 March 2017

本集團致力為僱員提供舒適及具成就感的工作環境，一直積極推廣工作環境多元化及為全體僱員提供平等僱傭、培訓及發展機會，而不論彼等的年齡、性別及種族等個人特性的外在大因素。本集團注重僱員健康及安全，與承包商及供應商維持緊密溝通，以確保在建築地盤執行合適的安全措施。於二零一六年，就僱員安全培訓所用總時數為135小時，在香港及中國內地均並無工作相關傷亡報告。

為達致向客戶交付優質產品及服務的目標，我們定期進行不同質量監控及保證措施，於初步揀選過程中審慎考慮供應商的過往質量及安全表現。另外，我們的產品及服務亦嚴格遵守有關健康及安全方面的相關法規。

總括而言，本集團一直致力在其業務營運應用可持續常規。我們相信，作為負責任的公司及為鞏固利益相關者之間的信心及信任，本集團定期檢討、溝通及改善其環境、社會及管治表現實屬重要。由於此為我們的首份環境、社會及管治報告，我們明瞭尚有改善空間，故我們期待閣下對可持續性報告作出寶貴反饋及支持。

承董事會命
中國上城集團有限公司
主席
劉鋒

香港，二零一七年三月二十七日

Environmental, Social and Governance Report

環境社會及管治報告

3. ENVIRONMENTAL

The Group firmly believes that it is everyone's responsibility to protect the environment. Thus, in our daily business operations, we continuously strive to improve our environmental performance, making sure our impact imposed on the environment are reduced to a minimum.

Our environmental policy is to monitor regularly, review key performance indicators, and consequently set aside resources for target setting, monitoring and evaluation so that continuous improvement in our environmental performance can be achieved. In 2016, the Group has complied with all applicable environmental laws and regulations in both Hong Kong and the People's Republic of China (PRC), such as the Environment Air Quality Standard (GB3095-1996), Environmental Quality Standards for Surface Water (GB3838-2002), Environmental Quality Standard for Noise (GB3096-2008), etc.

Resources Consumption

Being committed in our endeavour in environmental protection, eco-efficient programs have been implemented across all aspects of our Group's operations. Energy reduction and water conservation measures have been carried out to reduce our carbon footprints on the environment. Furthermore, environmentally friendly building and non-building materials have been used whenever possible. The following section presents an overview of our resource consumption at our business operations in Hong Kong and PRC respectively for 2016.

Resource Consumption

資源消耗

Electricity
電力
Petrol
石油
Gas
天然氣
Water
水

Unit
單位

Hong Kong
香港

PRC
中國

kWh
千瓦時
Litres
公升
Litres
公升
m³
立方米
7,820
1,585
—
—
832,400
29,350
9,465
76,009

3. 環境

本集團堅信每人均有責任保護環境，故在日常業務營運中持續致力改善環境表現，以確保我們對環境造成的影響減至最低。

我們的環境政策為定期監管、檢討主要表現指標，並相應就所制定目標、監管及評核調配資源，藉以持續改善環境表現。於二零一六年，本集團已遵守香港及中華人民共和國（中國）的所有適用環境法律及法規，如環境空氣質量標準（GB3095-1996）、地表水環境質量標準（GB3838-2002）、聲環境質量標準（GB3096-2008）等。

資源消耗

本集團營運的所有方面均已實行環境效益計劃，顯示我們決意保護環境。節能節水措施已經進行，減低環境碳足印。另外，我們亦盡可能使用環保建築及非建築材料。下節呈列我們於二零一六年就香港及中國業務營運所消耗資源的概覽。

Environmental, Social and Governance Report

環境社會及管治報告

Environmental Management

At our property development projects in Maoming, environmental impact assessments have been carried out to identify and suggest ways to better manage our environmental impact along different stages of our building life cycle. After engaging community members living in the surrounding areas of our construction site, the Group has devised measures in response to the general public's concerns regarding air and noise pollution.

Water is regularly sprinkled on our construction sites to reduce and prevent the re-entrainment of dust whilst all disposed waste materials and soil produced on the construction sites are cleared away promptly, and covered by a cloth when they stored on site for more than a week. Close supervision and monitoring are also conducted regarding our vehicle emissions on the construction sites.

With regards to noise pollution, all transportation vehicles are restricted from honking. Furthermore, all construction work is strictly prohibited during resting hours. During our construction works, low-noise emitting machines are used as far as possible, whilst for high-noise emitting equipment, they are either isolated or handled by noise-elimination measures in hopes to reduce the disturbance caused to nearby residents.

Below, we report on the Group's total carbon emissions for our business operations in both Hong Kong and PRC respectively in 2016.

Carbon Emissions 碳排放量

Direct (Scope 1) emissions
直接(範圍一)排放

Indirect (Scope 2) emissions
非直接(範圍二)排放

環境管理

就我們位於茂名的物業發展項目而言，我們已進行環境影響評估，以識別及建議方式對建築周期不同階段作出更好管理。於接觸居於建築地盤周邊地區的社區成員後，本集團已應對普羅大眾對空氣及噪音污染的關注部署措施。

建築地盤定期灑水，以減少及防止塵埃殘留，同時立即清除建築地盤的所有棄置廢材及所產生泥土，並於其在地盤貯存超過一星期時以布覆蓋。我們亦對建築地盤汽車排放進行緊密監督及監管。

就噪音污染而言，所有運輸汽車均禁止響號。另外，休息時間嚴禁進行所有建築工程。於進行建築工程時會盡可能使用低噪音排放機械，而就高噪音排放設備而言，其則由隔音措施隔離或處理，以期減低對鄰近居民造成的滋擾。

我們於下文匯報本集團於二零一六年分別在香港及中國業務營運的總碳排放量。

Carbon Emissions 碳排放量	Units 單位	Hong Kong 香港	PRC 中國
Direct (Scope 1) emissions 直接(範圍一)排放	tCO ₂ e 總二氧化碳 排放量	4.93	111.8
Indirect (Scope 2) emissions 非直接(範圍二)排放	tCO ₂ e 總二氧化碳 排放量	588.15	524.7

Environmental, Social and Governance Report

環境社會及管治報告

Regarding the management of wastewater and solid waste at our construction sites, the Group has devised various measures to manage and mitigate their impact on the environment. Temporary catch and sediment basins are built on site to handle and treat the wastewater resulting from construction activities.

Furthermore, for water which have been cooled down or used in the cleaning of machines, they are treated at our temporary catch and sediment basins, and later on reused in our construction activities or discharged. Recycling is encouraged for all metal construction waste such as concrete and all construction waste are strictly prohibited from being carelessly disposed on site.

In 2016, the total amount of non-hazardous waste produced at our business activities in PRC was 5 tonnes, whilst for our Hong Kong operations, it amounted to 0.22 tonnes.

就管理建築地盤廢水及固體廢物而言，本集團已部署多項措施以管理及紓緩其對環境造成的影響。地盤均建有臨時收集及沉積盆地，以處理建築活動產生的廢水。

另外，就冷卻或清洗機械用水而言，其乃於我們的臨時收集及沉積盆地處理，並於其後在建築活動中重用或排放。混凝土等全部金屬建築廢物均獲鼓勵循環再用，且嚴禁於地盤粗心棄置所有建築廢料。

於二零一六年，我們在中國業務活動所產生的非危險廢物總量為5噸，而香港營運則為0.22噸。

Environmental, Social and Governance Report

環境社會及管治報告

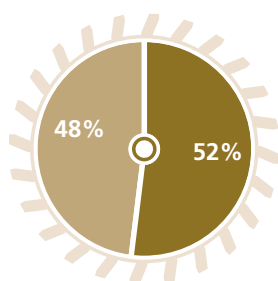
4. SOCIAL

4.1 People

We believe employees are important drivers behind the Group's development, thus efforts are dedicated in providing a fulfilling environment for our employees here at the Group.

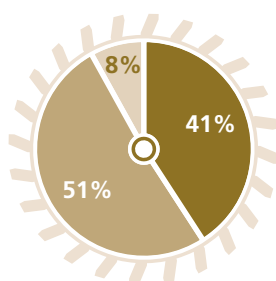
In 2016, the Group has strictly complied with all relevant labour and employment laws, child and forced labour are all strictly prohibited in our business operations in both Hong Kong and PRC. Below we present an overview of the composition of our employees by gender, age and position level in both Hong Kong and PRC.

Gender 性別



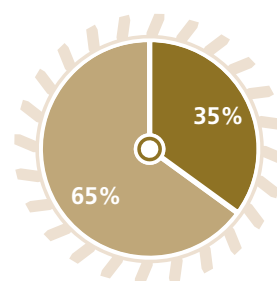
- Male 男性
- Female 女性

Age 年齡



- <30
- 30-50
- >50

Position 職位



- Managerial 管理層
- Front Line 前綫

The Group treats all employees in a fair and equal manner. In order to promote workplace diversity and protect our staff from any forms of discrimination, the Group places a strong emphasis in the provision of equal opportunities in our human resources management. Non-discrimination policies are strictly reinforced in the work environment.

本集團以公正公平的方式對待所有僱員。為推動工作場所多元化及使員工免受任何形式的歧視，本集團強調在人力資源管理方面提供平等機會。工作環境嚴格執行反歧視政策。

4. 社會

4.1 人員

我們相信，僱員為本集團發展背後的重要動力，故本集團致力為僱員提供稱心滿意的環境。

於二零一六年，本集團已嚴格遵守所有相關勞工及僱傭法律，在香港及中國所有業務營運均嚴禁童工及強制勞工。我們於下文呈列在香港及中國按性別、年齡及職位層級劃分的組成概覽。

Environmental, Social and Governance Report

環境社會及管治報告

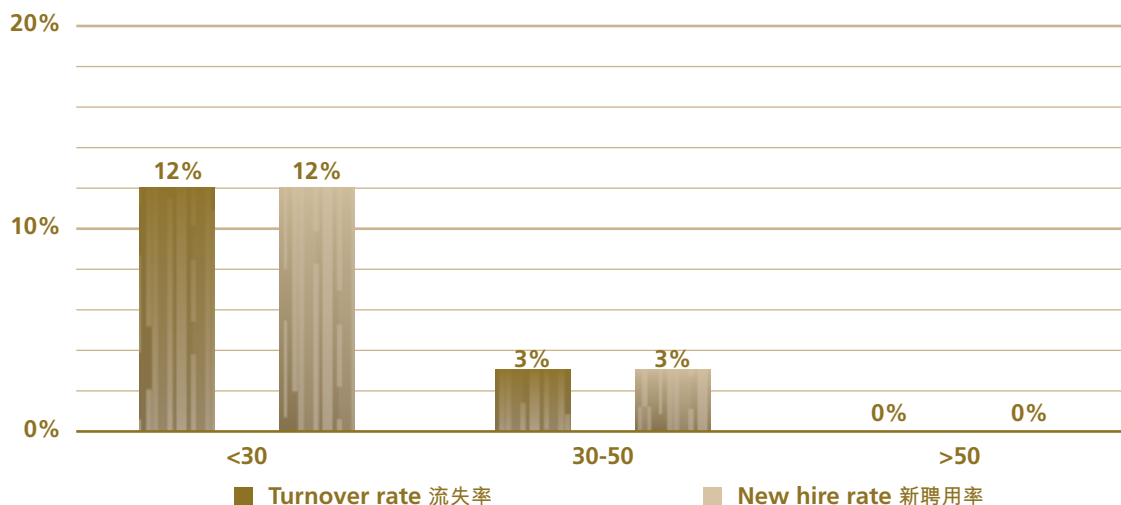
Meritocracy is the main philosophy we adhere to in our recruitment and selection process. Regardless of age, race, gender, religion, family status or disability, the best employees are recruited for the job based on their know-hows, experience and competence to perform the job. In face any incidents of bullying or harassment, employees are encouraged to report and inform senior management, in which investigation will be carried out in a prompt manner correspondingly on the respective matter.

In 2016, both our total turnover and new hire rate was 15%. In the following section, we present our turnover and new hire rate by age category for the year 2016.

用人唯才為我們在聘請及揀選過程中緊守的主要理念。不論年齡、種族、性別、宗教、家庭狀態或殘障，我們均按其對進行工作的專業知識、經驗及能力聘請對該職位而言最佳的僱員。在面對任何欺壓或騷擾事件時，僱員均獲鼓勵向高級管理層作出報告及知會，並將會就相關事宜立即採取相應調查。

於二零一六年，我們的總流失率及新招聘率均為15%。我們在下節呈列二零一六年按年齡組別劃分的流失率及新招聘率。

Turnover and new hire rate by age category
按年齡組別劃分的流失率及新聘用率



Health and Safety

The health and safety of our employees are of paramount importance here at the Group. In 2016, the Group has complied with all relevant labour laws and guidelines of labour health and safety. To improve workplace safety, smoking, alcohol or drug abuse are strictly prohibited in our workplace.

健康及安全

僱員健康及安全為本集團的首要考慮。於二零一六年，本集團已遵守所有相關勞工法律及有關勞工健康及安全的指引。為改善工作場所安全，我們的工作場所均嚴禁吸煙、飲酒或濫藥。

Environmental, Social and Governance Report

環境社會及管治報告

For our property development projects, in particular, we acknowledge that a high level of risk factors inherently exists on our construction sites, hence a preventive and proactive approach is taken to mitigate such risks and safeguard the safety and well-being of our employees. Close communication is maintained with our contractors and suppliers to ensure the appropriate measures regarding labour health and safety are taken, whilst safety checks are regularly made and safety training is regularly carried out so that employees are aware of the safety risks on site and carry out safe work practices.

In 2016, the percentage of employees who participated in our safety trainings was 50%, while the total hours on safety training were a total of 135. Furthermore, all employees are encouraged to actively look out for safety issues and raise concerns or suggestions on them, so that such risks can be reduced to be a minimum. After careful planning and development of various safety management measures on our construction sites, in 2016, no work-related fatalities or injuries have been reported for our business operations of our staff in both Hong Kong and PRC.

In case of any accidental injuries occurring on site, other onsite employees are required to immediately report to the onsite person in charge and emergency response team leader. Emergency rescue work is carried out by the team leader to the employee injured to prevent the incident from worsening. In order to deter future occurrences, careful and comprehensive investigation is then carried out to understand the main cause of the accident occurred on the site.

尤其是，就物業發展項目而言，我們明瞭建築地盤固有存在的高風險水平，故採取預防性及積極方針紓緩該等風險，並保障僱員安全及福祉。我們與承包商及供應商緊密溝通，以確保採取合適勞工健康及安全措施，並進行定期安全檢查及安全培訓，致令僱員注意地盤安全風險及進行安全工程常規。

於二零一六年，參與安全培訓的僱員所佔百分比為50%，而安全培訓總時數則合共為135小時。另外，所有僱員均獲鼓勵積極發現安全事宜及就其提出關注或建議，從而將該等風險減至最低。經審慎規劃及發展多項有關建築地盤的安全管理措施後，於二零一六年，我們在香港及中國的員工概無就業務營運報告任何工作相關傷亡情況。

倘地盤發生任何意外受傷，其他現場僱員須立即向現場負責人及緊急應變組領導報告。小組領導會對受傷僱員進行緊急救援工作，以防止事故惡化。為避免日後發生該等情況，隨後會進行仔細全面調查，以了解在地盤發生意外的主因。

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Training and Development

Employees are our major asset in increasing stakeholders' value and delivering high quality property projects to our customers. We believe in order to improve and achieve long-term success, it is crucial for the Group to set aside resources to train, strengthen the skills of our employees and help them realize their full potential. All employees are encouraged to actively identify and speak out their respective training needs to the company.

Taking into consideration the needs of our employees and the Company's business goals, the Company correspondingly develops and provides the appropriate internal training and development opportunities for our employees. For certain courses which are deemed important, for instance courses on regulation updates, mandatory participation is required from the relevant employees. In the past year, the content of our training courses has spanned from sales to electronic taxation training.

Apart from the provision of internal training, the Group also encourages our employees to participate in external training programmes and seminars so that they are more knowledgeable and competent in fulfilling their responsibilities at work. In 2016, the percentage of employees trained in both Hong Kong and PRC was 50% whilst the average training hours completed per employee was 5 hours.

培訓及發展

僱員為我們提升利益相關者價值及為客戶帶來優質物業項目的主要資產。我們相信，為改善及達到長期成功，本集團調配資源培養、加強僱員技能及幫助彼等釋放全部潛力乃屬關鍵。所有僱員均獲鼓勵積極向公司識別及表達各自對培訓的需要。

經考慮僱員需要及本集團的業務目標，本公司相應地為僱員發展及提供合適內部培訓及發展機會。就法規最新資料課程等若干被視為重要的課程而言，則強制相關僱員參與。於去年，培訓課程的內容已涵蓋銷售至電子稅務培訓。

除提供內部培訓外，本集團亦鼓勵僱員參與外部培訓課程及座談會，使彼等更為認識及具有能力達成其工作責任。於二零一六年，在香港及中國已培訓僱員的百分比為50%，而每名僱員已完成的平均培訓時數為5小時。

Environmental, Social and Governance Report

環境社會及管治報告

4.2 Operating Practices

Supply Chain Management

From supplying construction materials to building works, our suppliers and subcontractors play a vital role in supporting our daily business operations. To ensure top quality products are delivered to our customers, all our suppliers and contractors go through a strict and rigid selection process, in which evaluation and reviews on the supplier's track record, past quality and financial performance are made. In order to make sure our business partners share our principle and visions during their operations, a higher priority is given to suppliers and contractors who are committed to international environmental, quality and safety standards such as ISO 9001, ISO 14001 and OHSAS 18001 in our selection process.

With regards to the management of our suppliers and contractors, an open communication is regularly maintained with our business partners to make sure they align with our vision and goals, for instance reducing carbon emissions, waste production and devising safety measures on construction sites. Apart from regular communication, efforts are also made to periodically monitor their ESG performance for future reference in selecting partners to work with.

4.2 經營常規

供應鏈管理

由供應建築材料至建築工程，我們的供應商及分包商在支援我們的日常業務營運方面扮演關鍵角色。為確保向客戶交付頂級質量的產品，所有供應商及分包商均通過嚴謹挑選過程，當中會對供應商的往績、過往質量及財務表現進行評核及審查。為確保業務夥伴於營運期間共享我們的原則及願景，我們會在挑選過程中優先選擇致力符合 ISO 9001、ISO 14001 及 OHSAS 18001 等國際環境、質量及安全標準的供應商及承包商。

就供應商及承包商管理而言，我們與業務夥伴維持定期開放溝通，以確保彼等配合我們的願景及目標，例如減少碳排放、製造廢物及在建築地盤部署安全措施。除定期溝通，亦致力定期監督彼等的環境、社會及管治表現，以作為日後挑選合作夥伴的參考。

Environmental, Social and Governance Report

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Product Quality

We are dedicated in providing the best quality and user experience to our customers. Different quality assurance measures for instance internal training and working with reliable and competent suppliers are implemented to assure the quality of our products and services. In 2016, we have complied with all relevant regulations regarding the health and safety aspects of our products and services.

To protect and safeguard the interests and rights of our customers, we have also complied with all relevant regulations regarding the marketing and promotional activities of our products. Full disclosure regarding the relevant information of our products is provided to our customers when they are interested in purchasing our property. Furthermore, mechanisms collecting customer feedback have also been developed so that the Group is better able to address the needs of our customers and improve its performance. In 2016, the Group received a couple of complaints made by property owners which were duly resolved by our employees and complainants have reported to be satisfied with the results.

Anti-Corruption

Corruption is strictly prohibited from our business operations in both Hong Kong and Maoming. Employees of different grades are all required to strictly comply with anti-corruption laws and regulations. The Group does not work with any suppliers or contractors who have engaged in corrupt practices. Any material gifts received or provided by our staff are reported and rejected if considered inappropriate whilst relevant training is provided to our employees on such matters.

產品質量

我們專注為客戶提供最佳質量及用戶體驗。內部培訓及與可靠具能力的供應商合作等不同質量保證措施均獲實行，以保證我們的產品及服務質量。於二零一六年，我們已就產品及服務健康及安全方面遵守所有相關法規。

為保護及保障客戶的權益及權利，我們亦就產品的營銷及推廣活動遵守所有相關法規。有關產品相關資料的全面披露乃在彼等有意購買我們的物業時提供予客戶。另外，我們亦已發展收集客戶反饋的機制，致令本集團可更好應對客戶需要及改善自身表現。於二零一六年，本集團接獲物業業主作出的數項投訴，其乃由僱員妥為解決，而投訴人已報告滿意結果。

反貪污

我們在香港及茂名的業務營運均嚴格禁止貪污。不同級別的僱員全部須遵守反貪污法律及法規。本集團不會與任何牽涉貪污行為的供應商或承包商工作。員工收取或提供的任何重大禮物如被視為不恰當，則會獲報告及拒絕，同時亦就該等事宜向僱員提供相關培訓。

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To prevent corrupt cases from happening, the Group has established a Whistleblowing Policy in which employees are provided with a reporting channel to the department head or other senior management personnel when they suspect any corrupt practices happening internally in the Company. In case of any corrupt cases, regulatory bodies such as the Independent Commission Against Corruption is informed by the respective individual responsible for the internal investigation. In 2016, there has been no reported cases of corruption in the Group.

4.3 Community Investment

To fulfil our role as a responsible corporate citizen, the Group actively promotes and participates in any appropriate and financial feasible community involvement or social contribution activities..

為防止發生貪污情況，本集團已建立舉報政策，當中僱員均獲提供於懷疑本公司內部發生任何貪污行為時向部門主管或高級管理人員匯報的渠道。倘發生任何貪污情況，廉政公署等監管組織均會獲負責內部調查的相關個人知會。於二零一六年，概無報告本集團內貪污的情況。

4.3 社區投資

為履行作為負責任企業公民的角色，本集團積極推廣及參與任何合適及財務可行社區活動或貢獻社會活動。

Report of Directors

董事會報告

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are engaged in (i) property development; (ii) trading of raw sugar and (iii) trading of electronic related components, mobile phone modules and automation products. Details of the principal subsidiaries of the Company are set out in Note 40 to the consolidated financial statements.

An analysis of the Group's turnover by business segments and geographical segments for the Year is set out in Note 10 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The Group's results for the Year are set out in this annual report on pages 81 to 183. The Directors do not recommend the payment of any dividend in respect of the Year.

FIVE YEARS FINANCIAL SUMMARY

A summary of the published results, assets and liabilities, and minority interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements is set out on page 4 of this annual report. This summary does not form a part of the audited consolidated financial statements.

BUSINESS REVIEW

The review of the major business segments of the Group during the Year is as follows:

Property Development

The Group owned a property development project located in Maoming City (the "Project"), Guangdong Province, the PRC. The Project would be developed into a composite of residential and commercial properties in three phases. The construction of properties of Phase 1 and 2 was completed in the second half of the Year, and part of the properties of Phases 1 was delivered to the buyers in the second half of the Year.

董事謹此欣然提呈本集團本年度之董事會報告及經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。本集團之主要業務為(i)物業發展；(ii)原糖貿易及(iii)電子相關元件、手機組件及自動化產品貿易。有關本公司主要附屬公司的詳情載於綜合財務報表附註40。

本集團本年度營業額業務分類及地區分類的分析載於綜合財務報表附註10。

業績及股息

本集團本年度之業績載於本年報第81至183頁。董事不建議派發任何本年度股息。

五年財務摘要

本集團過去五個財政年度已公佈之業績、資產及負債及少數股東權益概要（節錄自經審核綜合財務報表）載於本年報第4頁。此概要並不構成經審核綜合財務報表之部份。

業務回顧

本集團於本年度之主要業務分部回顧如下：

物業發展

本集團於中國廣東省茂名市擁有一個物業發展項目（「該項目」）。該項目將分三期發展為住宅與商用物業為一體的綜合發展項目。第一期與第二期之物業興建於本年度下半年竣工，且部分第一期物業於本年度下半年交付予買家。

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For the Year, total turnover attributable to the property development business amounted to approximately RMB479,111,000 (2015: nil) which were mainly contributed by the recognition of relevant sales of Phase 1 of the Project. During the Year, over 50% of residential properties of Phase 1 and 2 of the Project, which were classified as properties held for sale of the Group, were recognised as sales. For the remaining properties of Phase 1 and 2 of the Project, over 95% of residential properties and 60% of commercial and office properties were contracted for pre-sales and are scheduled to be delivered in year 2017.

The construction of Phase 3 of the Project has been commenced in 2016 and will be completed in late 2018 and 2019. The total gross floor area of Phase 3 of the Project is approximately 188,000 square metre with residential and commercial properties of saleable floor area of approximately 127,000 square metre mainly consists of nine buildings of 32 floors each.

Trading of raw sugar

The Group has started its business in trading of raw sugar since late 2014. Amid the recovery of global demand of raw sugar, during the Year, the raw sugar price has steadily increased. While no turnover was recorded, the Management is optimistic about the trading of raw sugar business in 2017 and will actively explore market opportunities, including in the global and the PRC markets.

本年度，物業發展業務應佔總營業額約人民幣479,111,000元（二零一五年：無），主要來自該項目第一期確認相關銷售。本年度內，該項目第一期與第二期超過50%之住宅物業（分類為本集團持作出售物業）確認為銷售。就該項目第一期與第二期之餘下物業而言，超過95%之住宅物業及60%之商用及辦公物業已獲訂約預售，並計劃於二零一七年交付。

該項目第三期於二零一六年動工並將於二零一八年末及二零一九年竣工。該項目第三期總建築面積約為188,000平方米，而住宅及商用物業之可銷售面積為約127,000平方米，主要由九幢32層高樓宇組成。

原糖貿易

本集團自二零一四年末起已展開原糖貿易業務。本年度內，全球原糖需求復甦，而原糖價格已穩步回升。儘管並無錄得營業額，但管理層對二零一七年之原糖貿易業務持樂觀態度，並將積極拓展包括全球及中國市場在內的市場機遇。

Report of Directors

董事會報告

MARKET OUTLOOK AND PROSPECTS

In 2016, despite the global and the PRC economy remained complicated, the PRC property market has recorded highest transaction volume and prices.

In the first half of 2016, real estate policies were driven by inventory clearance by stimulating housing demands of users. While entering the fourth quarter, government policies were tightened as a result of increasing housing price. In the fourth quarter, governmental measures and policies were launched and intensified in hotspot first and second tier cities, these including tightening home purchase eligibility, tightening mortgage for second home purchase, stricter controls on land sale and property pre-sale. These changes have no significant direct impact on the Group's property project, which is located in Maoming of Guangdong province, since (1) substantial portion of properties in Phase 1 and 2 of the project were contracted for pre-sales in year 2015 and early 2016; (2) the property market in Maoming was rather stable during the Year and as anticipated in foreseeable future; and (3) the city transformation created a strong end-user housing demands.

While cautious investment policies will be imposed in view of the complicated economic conditions and property market policies in the PRC, the continuous urbanisation in the PRC and infrastructure development in western Guangdong province in the next few years, the Management is optimistic about the performance of the Project. With the successful and strong sales and market reputation of Phase 1 and Phase 2 of the Project, the management is in confidence with the performance of Phase 3 which the construction has started in 2016.

In 2017, the Group has planned to further diversify its business by both expanding its trading business of raw sugar and exploring other property investment opportunities, including in the PRC and in other Asian countries. Amid the recovery of global raw sugar demand and price in the year 2016, the Management is optimistic about the Group's growth in the trading of raw sugar business in the coming years.

市場前景及展望

於二零一六年，儘管全球及中國經濟持續複雜，中國物業市場仍錄得高交易量及成交價。

於二零一六年上半年，房地產政策因刺激用戶住房需求庫存出清而收緊。在進入第四季度之際，房價上漲，政府實施收緊政策。第四季度，一線及二線熱點城市已推行及加強政府之措施及政策，其中包括：收緊購房資格、收緊第二套房按揭、更加嚴格控制土地銷售及物業預售。該等變動對本集團位於廣東省茂名市之物業項目並無重大直接影響，原因是(1)該項目第一期與第二期之大部分物業於二零一五年及二零一六年初已訂約預售；(2)茂名物業市場於本年度內相當穩定且於可預見未來預期保持穩定；及(3)城市轉型帶來終端用戶之強勁住房需求。

鑒於未來數年中國經濟環境及物業市場政策狀況複雜、而中國城市化及粵西地區基建持續，本集團將會實施審慎投資政策，但管理層對該項目之表現持樂觀態度。憑藉該項目第一期與第二期之成功強勁銷售及市場聲譽，管理層對於二零一六年動工之第三期之銷售有信心。

於二零一七年，本集團已計劃透過擴大原糖貿易業務及開發中國及其他亞洲國家之其他物業投資機遇而進一步多元化其業務。二零一六年全球原糖需求及價格復甦，管理層對於未來數年集團之原糖貿易業務增長持樂觀態度。

Principal Risks and Uncertainties

The Group's financial condition, results of operations, businesses and prospects would be affected by a number of risks and uncertainties including market risk, credit risk, and liquidity risk. The risk management policies and practices of the Group are shown in Note 7 to the consolidated financial statements.

Environmental Policies and Performance

The Group commits to the long term sustainability of the environment and communities in which it operates. Acting in an environmentally responsible manner, the Group endeavours to comply with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction.

The Group also commits to the principle and practice of recycling and reducing. To help conserve the environment, it implements green office practices such as re-deployment of office furniture as far as possible, encourage use of recycled paper for printing and copying, double-sided printing and copying, reduce energy consumption by switching off idle lightings, air conditioning and electrical appliances.

Compliance with the Relevant Laws and Regulations

As far as the Board is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the Year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

Relationship with Suppliers, Customers and other Stakeholders

The Group understands the importance of maintaining a good relationship with its suppliers, customers and other stakeholders to meet its immediate and long-term goals.

主要風險及不確定因素

本集團之財務狀況、經營業績、業務及前景將受眾多風險及不確定因素影響，包括市場風險、信貸風險及流動資金風險。本集團之風險管理政策及實踐呈列於綜合財務報表附註7。

環境政策及表現

本集團致力於其經營所在環境及社區之長期可持續性。本集團以對環境負責之方式行事，盡力遵守有關環保之法律及法規，並採取有效措施達致資源有效利用、能源節約及廢物減少。

本集團亦奉行循環利用和節約之原則與實務。為幫助保護環境，本集團實施綠色辦公室行動，如盡可能重新安置淘汰的辦公室傢具、鼓勵使用廢舊紙張打印及複印、提倡雙面打印和複印、以及通過關閉閒置的照明、空調及電器減少能源消耗。

遵守相關法律及法規

就董事會所知，本集團已於各重要方面遵守對本集團業務及經營產生重大影響之相關法律及法規。於本年度，本集團概無嚴重違反或不遵守適用法律及法規。

與供應商、客戶及其他持份者的關係

本集團明白與其供應商、客戶及其他持份者維持良好關係，對達致即時及長遠目標極為重要。

Report of Directors

董事會報告

During the Year, there were no material and significant dispute between the Group and its suppliers, customers and/or other stakeholders.

PERMITTED INDEMNITY

Pursuant to the memorandum of association of the Company and Articles, the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices. Such permitted indemnity provision has been in force throughout the Year. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in Notes 19 to the consolidated financial statements.

ORDINARY SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's ordinary share capital and share options are set out in Notes 31 and 34 to the consolidated financial statements.

CONVERTIBLE REDEEMABLE PREFERENCE SHARES

Details of the convertible redeemable preference shares issued by the Company during the Year are set out in Note 32 to the consolidated financial statements.

於本年度，本集團與其供應商、客戶及／或其他持份者並無發生重大及嚴重糾紛。

獲准許的彌償

根據本公司組織章程大綱及細則、適用法律及法規，每名董事就彼等或彼等任何一人基於其職位履行其職務而產生或蒙受的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及溢利獲得彌償，確保免於就此受損。該等獲准許的彌償條文已於本年度內生效。本公司已就本集團董事及行政人員購買合適的董事及行政人員責任保險。

物業、廠房及設備

本集團於本年度之物業、廠房及設備之變動詳情載於綜合財務報表附註19。

普通股本及購股權

本公司之普通股本及購股權變動詳情載於綜合財務報表附註31及34。

可轉換可贖回優先股

本公司於本年度發行之可轉換可贖回優先股之詳情載於綜合財務報表附註32。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles and the laws of the Cayman Islands which would oblige the Company to offer new shares of the Company on a pro rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

RESERVES

Details of movement in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on pages 85 and 86 of this annual report.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2016, including the share premium less the accumulated losses of the Company, available for distribution, calculated in accordance with the provisions of Companies Law of the Cayman Islands, amounted to RMB42,438,000 (2015: RMB47,848,000).

Under the laws of the Cayman Islands, the share premium is distributable to the shareholders (the "Shareholders") of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business. The reserves of the Company available for distribution further depend on the dividend distributable by the Company's subsidiaries.

優先購買權

根據細則及開曼群島法例，並無有關優先購買權之規定，以致本公司必須向其現有股東按持股比例發行本公司之新股份。

購買、出售或贖回上市證券

於本年度，本公司或其任何附屬公司概無購入、出售或贖回任何本公司股份。

儲備

本集團於本年度之儲備變動詳情載於本年報第85及第86頁之綜合權益變動表中。

可供分派儲備

於二零一六年十二月三十一日，根據開曼群島公司法之條文計算，本公司可供分派之可供分派儲備包括本公司股份溢價減累計虧損，為人民幣42,438,000元（二零一五年：人民幣47,848,000元）。

根據開曼群島法例，股份溢價可分配予本公司股東（「股東」），惟緊隨建議分派股息當日本公司將能償還其於日常業務過程中到期之債務。本公司可供分派之儲備進一步取決於本公司附屬公司可分派之股息。

Report of Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's five largest customers were less than 30% of the Group's total revenue for the Year.

The information in respect of the Group's purchases attributable to the major suppliers during the Year is as follows:

主要客戶及供應商

於本年度，本集團五大客戶應佔總銷售額少於本集團總收益之30%。

於本年度，本集團主要供應商應佔採購額詳情如下：

**Percentage of
the Group's total
purchases
佔本集團
總採購額
百分比**

The largest supplier	最大供應商	40%
Five largest suppliers in aggregate	五大供應商總計	58%

At no time during the Year, none of the Directors, their associates or any shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the total number of the Company's shares in issue) had any beneficial interest in the five largest customers and suppliers.

董事、彼等之聯繫人士或根據董事所知擁有本公司已發行股份總數之5%以上之本公司任何股東概無於本年度任何時間擁有五大客戶及供應商之任何實益權益。

DIRECTORS

The Directors during the Year and up to the report date are:

Executive Directors

Mr. Liu Feng (*Chairman*)
Mr. Chen Xian (*Vice-Chairman*)
Mr. Lau Sai Chung (*Chief Executive Officer*)
Ms. Xia Dan
Mr. Liu Zhongxiang

Independent Non-executive Directors

Mr. Poon Lai Yin Michael
Mr. Char Shik Ngor Stephen
Ms. Li Jiansheng

董事

以下為於本年度及截至報告日期之董事：

執行董事

劉鋒先生 (*主席*)
陳賢先生 (*副主席*)
劉世忠先生 (*行政總裁*)
Xia Dan女士
劉忠翔先生

獨立非執行董事

潘禮賢先生
查錫我先生
李建生女士

Report of Directors

董事會報告

Mr. Chen Xian, Ms. Xia Dan and Mr. Poon Lai Yin Michael shall retire from office by rotation pursuant to article 87(1) of the Articles, and being eligible, offer themselves for re-election at the forthcoming AGM.

BIOGRAPHIES OF DIRECTORS

Biographical details of the Directors are set out on pages 12 to 21 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company without fixed term. Each of the executive Directors may receive double pay and discretionary bonus, the amount of which will be determined by the Board as its absolute discretion having regard to the operation results of the Company.

Each of the independent non-executive Directors, namely Ms. Li jiansheng and Mr. Char Shik Ngor Stephen, has entered into a letter of appointment with the Company for a term of three years.

Mr. Poon Lai Yin Michael, the independent non-executive Director, has entered into a letter of appointment with the Company for a term of two years.

No Director of the Company proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No Director of the Company had a significant beneficial interest, either direct or indirect, in any contract of significance to the business of the Group to which the Company or any its subsidiaries was a party at any time during the Year.

陳賢先生、Xia Dan女士及潘禮賢先生須根據細則第87(1)條於應屆股東週年大會上輪值退任，並合乎資格，願意於應屆股東週年大會上膺選連任。

董事簡歷

董事簡歷詳情載於本年報第12至21頁。

董事服務合約

每位執行董事已與本公司簽訂服務協議並沒有固定任期。各執行董事或可收取雙薪及酬金花紅，有關金額將由董事會全權酌情按本公司之經營業績而釐定。

獨立非執行董事李建生女士及查錫我先生各自已與本公司訂立委任函，年期為三年。

獨立非執行董事潘禮賢先生已與本公司訂立委任函，年期為兩年。

本公司並無與擬於應屆股東週年大會上重選連任之本公司董事訂立任何不可由本公司於一年內無償終止（法定補償除外）之服務合約。

董事合約權益

於本公司或其任何附屬公司於本年度內任何時間訂立與本集團業務有重大關連之任何合約中，本公司董事概無擁有任何直接或間接之重大實益權益。

Report of Directors

董事會報告

INDEPENDENCE CONFIRMATION

The Company has received, from each of the independent non-executive Directors, namely Mr. Poon Lai Yin Michael, Mr. Char Shik Ngor Stephen and Ms. Li Jiansheng, an annual confirmation of their independence pursuant to the Listing Rules and the Company considers all of the independent non-executive Directors are independent.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the highest paid individuals of the Group are set out in Note 18 to the consolidated financial statements.

RELATED/CONNECTED PARTY TRANSACTION

Details of the related party and connected party transactions are set out in Note 39 to the consolidated financial statements.

EMOLUMENT POLICY

The emoluments of the Directors are reviewed by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics, and approved by the Board.

DIRECTORS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2016, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the Part XV of the SFO) (1) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (2) which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (3) which are required, pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

確認獨立性

本公司已接獲各獨立非執行董事（即潘禮賢先生、查錫我先生及李建生女士）按照上市規則發出之獨立性年度確認書，而本公司認為全體獨立非執行董事屬獨立人士。

董事及五位最高薪人士酬金

董事及本集團最高薪人士的酬金詳情載於綜合財務報表附註18。

關連人士／關連方交易

關連人士及關連方交易之詳情於綜合財務報表附註39刊載。

薪酬政策

董事之酬金乃根據本公司之經營業績、個人表現及可比較市場數據由薪酬委員會審議並經董事會批准。

董事於本公司股份及相關股份的權益及淡倉

於二零一六年十二月三十一日，本公司之董事或主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有(1)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文被視為或當作擁有之權益或淡倉）；或(2)須記入根據證券及期貨條例第352條須設立的登記冊的權益及淡倉；或(3)根據標準守則而須通知本公司及聯交所之權益及淡倉如下：

Report of Directors

董事會報告

Name of Director	董事姓名	Number of Shares held			Approximate percentage of total issued ordinary Shares
		所持股份數目	Total		
		Personal Interest	Corporate Interest	Total	佔已發行普通股總數之概約百分比
		個人權益	公司權益	總數	
Mr. Liu Zhongxiang (Note 1)	劉忠翔先生(附註1)	–	242,105,262	242,105,262	15.88
Ms. Xia Dan (Note 2)	Xia Dan女士(附註2)	–	79,500,000	79,500,000	5.21
Mr. Lau Sai Chung	劉世忠先生	148,000	–	148,000	0.01

Notes:

附註：

- Mr. Liu Zhongxiang is taken to be interested in 242,105,262 ordinary shares of the Company held China Sugar Holdings Limited which is 100% owned by Mr. Liu Zhongxiang. By virtue of the SFO, Mr. Liu Zhongxiang is deemed to have interest of the ordinary shares of the Company held by China Sugar Holdings Limited.
- Ms. Xia Dan ("Ms. Xia") is taken to be interested in 79,500,000 ordinary shares of the Company held by Mega Edge International Limited which is 100% owned by Ms. Xia. By virtue of the SFO, Ms. Xia is deemed to have interest of the ordinary shares of the Company held by Mega Edge International Limited.

- 劉忠翔先生被視為擁有中國糖業集團有限公司(由劉忠翔先生持有100%權益)所持有本公司242,105,262股普通股之權益。根據證券及期貨條例,劉忠翔先生被視為擁有中國糖業集團有限公司所持本公司普通股之權益。
- Xia Dan女士(「Xia女士」)被視為擁有Mega Edge International Limited(由Xia女士持有100%權益)所持有本公司79,500,000股普通股之權益。根據證券及期貨條例, Xia女士被視為擁有Mega Edge International Limited所持本公司普通股之權益。

Save as disclosed above, as at 31 December 2016, none of the Directors and chief executive of the Company nor their associates had any interest or short position in shares, underlying shares or debentures of the Company or its associated corporations which were recorded in the register required to be kept under 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外,於二零一六年十二月三十一日,本公司董事及主要行政人員以及彼等的聯繫人士概無於本公司或其相聯法團的股份、相關股份或債券中擁有須記入根據證券及期貨條例第352條規定須存置之登記冊或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2016, so far as was known to the Directors, the following persons (other than the Directors or the chief executive of the Company) has interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of division 2 and 3 of Part XV of the SFO, or which were recorded in the register of substantial shareholder required to be kept by the Company under section 336 of the SFO.

主要股東

於二零一六年十二月三十一日,董事獲悉以下人士(除本公司董事或主要行政人員外)於本公司股份或相關股份中擁有權益或淡倉,而根據證券及期貨條例第XV部第2及3分部須向本公司披露,或記入本公司根據證券及期貨條例第336條之規定須存置之主要股東登記冊內。

Report of Directors

董事會報告

Long position in ordinary shares

於普通股之好倉

Substantial Shareholders	Capacity and nature of interest	Number of Shares held	Approximate percentage of total issued ordinary Shares
主要股東	身份及權益性質	所持股份數目	佔已發行普通股總數之概約百分比
China Sugar Holdings Limited (note 1) 中國糖業集團有限公司(附註1)	Registered Shareholder 註冊股東	242,105,262	15.88
Mr. Zhang Wei 張偉先生	Registered Shareholder 註冊股東	90,000,000	5.90
Mega Edge International Limited (note 2) Mega Edge International Limited (附註2)	Registered Shareholder 註冊股東	79,500,000	5.21

Notes:

附註:

- China Sugar Holdings Limited, which is 100% owned by Mr. Liu Zhongxiang, an executive Director. By virtue of the SFO, Mr. Liu Zhongxiang is deemed to have interest of ordinary shares of the Company held by China Sugar Holdings Limited.
- Mega Edge International Limited, which is 100% owned by Ms. Xia Dan, an executive Director. By virtue of the SFO, Ms. Xia is deemed to have interest of ordinary shares of the Company held by Mega Edge International Limited.

- 中國糖業集團有限公司為執行董事劉忠翔先生100%擁有。根據證券及期貨條例，劉忠翔先生被視為擁有中國糖業集團有限公司所持本公司普通股之權益。
- Mega Edge International Limited為執行董事Xia Dan女士100%擁有。根據證券及期貨條例，Xia女士被視為擁有Mega Edge International Limited所持本公司普通股之權益。

Report of Directors

董事會報告

Save as disclosed above, no person had registered interest in the shares of the Company that was required to be disclosed under Division 2 and 3 of the Part XV of the SFO and the Listing Rules.

Save for the shareholders as disclosed herein, the Directors are not aware of any persons, who, as at 31 December 2016, were entitled to exercise or control the exercise of 5% or more of the voting power at the general meeting of the Company and were also, a practicable matter, able to direct or influence the management of the Company.

SHARE OPTION SCHEME

A share option scheme was adopted by the shareholders of the Company at the AGM of the Company held on 30 November 2009 (the "Share Option Scheme"). The Share Option Scheme will remain in force for a period of 10 years commencing from the date of adoption of the Share Option Scheme from 30 November 2009 (the "Date of Adoption") (that is from 30 November 2009 to 29 November 2019). The purpose of the Share Option Scheme is to enable the Company to grant share options to the participants who, in the sole discretion of the Board, have made or may make contribution to the Group or any invested entity as well as to provide incentives and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct economics interest in attaining the long term business objectives of the Group.

除上文所披露者外，概無任何人士於本公司股份中擁有登記權益而須根據證券及期貨條例第XV部第2及3分部及上市規則之規定作出披露。

除本文所披露之股東外，董事並不知悉有任何人士於二零一六年十二月三十一日，有權於本公司股東大會上行使或控制行使5%或以上表決權，及實際上可直接管理本公司或影響本公司之管理。

購股權計劃

購股權計劃已於本公司於二零零九年十一月三十日舉行之股東週年大會上經本公司股東批准採納（「購股權計劃」）。購股權計劃自二零零九年十一月三十日（「採納日期」）採納購股權計劃日期起計十年期間（即二零零九年十一月三十日至二零一九年十一月二十九日）內仍為有效。購股權計劃旨在令本公司可由董事會全權酌情決定對為本集團或任何被投資實體作出或可能作出貢獻之參與者授予購股權，以及給予獎勵並協助本集團保留現有僱員及招聘額外僱員，並向其提供直接經濟利益，為達致本集團之長遠業務目標而努力。

Report of Directors

董事會報告

The Company may grant to eligible participants (including any directors, non-executive directors, employees, advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group whom the board of directors considers, in its sole discretion, have contributed or will contribute to the Group) options to subscribe for shares of the Company, subject to a maximum of 10% of the total number of shares of the Company in issue as at the adoption date and as at the approval date of refreshment from time to time, excluding for this purpose shares issued on the exercise of options. The subscription price will be determined by the Company's board of directors and will not be less than the highest of (i) the nominal value of the Company's shares, (ii) the average of the closing price of the shares quoted on the Main Board of the Stock Exchange on the five trading days immediately preceding the grant date and (iii) the closing price of the shares on the grant date.

Upon acceptance of the options, the grantee of the Share Option Scheme shall pay HK\$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within 21 days from the date of grant. The exercise period of any option granted under the Share Option Scheme is determined by the Board upon granting the options but in any event must not be more than 10 years commencing on the date of grant. The exercise period of options granted were disclosed bellows.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not, in the absence of shareholders' approval, in aggregate exceed 10% of the aggregate number of shares of the Company in issue as at the date of approval of the Share Option Scheme. The Board may seek approval by the Shareholders at general meeting to refresh the 10% limit. However, the total number of shares available for issue under exercise of options which may be granted under the Share Option Scheme in these circumstances must not exceed 10% of the total number of shares of the Company in issue as at the date of approval of the refreshment of the 10% limit.

本公司可向合資格參與者（包括董事會全權酌情認為曾經或將會對本集團作出貢獻之本集團任何成員公司之任何董事、非執行董事、僱員、顧問、諮詢顧問、分銷商、承建商、供應商、代理、客戶、業務夥伴、合營業務夥伴、創辦人及服務供應商）授出購股權以認購本公司股份，惟最多可認購本公司於購股權計劃採納日期及於不時更新之批准日期的已發行股份總數之10%（不包括就此目的行使購股權而發行的股份）。認購價將由本公司董事會釐定，其將不會低於下列價值之較高者：(i)本公司股份的面值，(ii)緊接於購股權授出日期前五個交易日於聯交所主板所報股份的平均收市價，及(iii)購股權授出日期的收市價。

購股權計劃之承授人接納所授購股權時須向本公司支付港幣1.00元作為授出代價。授出購股權之要約必須於授出日期後21日內接納。任何根據購股權計劃授出之購股權之行使期由董事會於授出購股權時釐定，且於任何情況下不得超過授出日期起計十年。已授出購股權之行使期披露如下。

於未經股東批准之情況下，於行使根據購股權計劃及本公司任何其他購股權計劃將予授出之所有購股權將可能予以發行之股份數目，合共最多不得超過批准購股權計劃日期本公司已發行股份總數之10%。董事會可於股東大會上尋求股東批准更新10%上限。然而，於此情況下，行使根據購股權計劃可能授出之購股權而可予發行之股份總數不得超過於批准更新10%上限日期本公司已發行股份總數之10%。

Report of Directors

董事會報告

On 27 May 2016, the shareholders of the Company had approved the refreshment of 10% limit of the grant of options under the Share Option Scheme. The total number of shares available for issue under the Share Option Scheme is 152,447,852 shares of the Company, representing 10% of the total number of shares of the Company in issue as at the date of this report.

The maximum number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of shares of the Company in issue from time to time and the maximum number of shares in respect of which options may be granted to each eligible participant shall not exceed 1% of the total number of shares of the Company in issue for the time being in any 12-month period up to and including the date of offer of the grant.

During the Year, no share option was lapsed, cancelled, exercised and granted.

As at 1 January 2016 and 31 December 2016, there were no outstanding share option under the Share Option Scheme.

RIGHTS TO ACQUIRE COMPANY'S SECURITIES

Other than as disclosed under the sections "Share Option Scheme" and "Directors' Interests and Short Positions in the Shares and Underlying Shares of the Company" above, at no time during the Year was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company or their respective associates (as defined in the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

於二零一六年五月二十七日，本公司股東已批准更新購股權計劃項下授出購股權10%限額。根據購股權計劃可予發行的股份總數為152,447,852股本公司股份，佔於本報告日期本公司已發行股份總數之10%。

根據購股權計劃及本公司任何其他購股權計劃可能授出之購股權所涉及之股份數目，最多不得超逾本公司不時已發行股份總數之30%，而於截至及包括要約授出日期止任何12個月期間可授予各合資格參與者之購股權所涉及之股份數目，最多不可超逾本公司當時已發行股份總數之1%。

於本年度，概無購股權已失效、已註銷、獲行使及授出。

於二零一六年一月一日及二零一六年十二月三十一日，購股權計劃項下概無尚未行使購股權。

購買本公司證券的權利

除上文「購股權計劃」及「董事於本公司股份及相關股份之權益及淡倉」等節所披露者外，本公司或其任何附屬公司或其任何同系附屬公司於本年度內任何時間概無參與訂立任何安排，讓董事或本公司主要行政人員或彼等各自之聯繫人士（定義見上市規則）擁有任何權利認購本公司或其任何相聯法團（定義見證券及期貨條例）之證券或藉購入本公司或任何其他法人團體之股份或債券而獲取利益。

Report of Directors

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

No Director or the management shareholders of the Company and their respective associates (as defined under the Listing Rules) had interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules, during the Year and up to the date of this report.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied throughout the Year with the Corporate Governance Code as set out in Appendix 14 of the Listing Rules. Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" section of this annual report.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its Directors as at the date of this report, the Company has maintained sufficient public float as required under the Listing Rules.

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in compliance with the requirements as set out in the Listing Rules for the purposes of reviewing and supervising the financial reporting process, risk management and internal controls of the Group. The Audit Committee currently comprises Mr. Poon Lai Yin Michael (Chairman), Mr. Char Shik Ngor Stephen and Ms. Li Jiansheng. The Audit Committee has reviewed and discussed with the management and the external auditor the financial reporting matters including the annual results for the Year.

董事在競爭業務之權益

於本年度及截至本報告日期，根據上市規則，本公司董事或管理股東及彼等各自的聯繫人士（定義見上市規則）概無於與本集團業務直接或間接競爭或可能競爭之業務中擁有權益。

管理合約

於本年度並無訂立或存在任何有關本公司業務之全部或任何重大部份之管理及行政合同。

企業管治

董事認為，本公司於本年度內已遵守載於上市規則附錄十四之企業管治守則。本公司之企業管治常規詳情載於本年報「企業管治報告」一節。

公眾持股量

於本報告日期，根據本公司可以得悉之公開資料所示及根據董事所知，本公司已維持上市規則所規定之充足公眾持股量。

審核委員會

本公司已成立審核委員會並遵守上市規則的要求訂立書面職權範圍，其目的為審閱及監督本集團之財務申報程序、風險管理及內部監控。審核委員會目前由潘禮賢先生（主席）、查錫我先生及李建生女士組成。審核委員會已與管理層及外聘核數師審閱及討論財務申報事宜，包括本年度之年度業績。

Report of Directors 董事會報告

AUDITORS

A resolution for the re-appointment of SHINEWING (HK) CPA Limited as auditor of the Company will be proposed at the forthcoming AGM.

On Behalf of the Board

Liu Feng
Chairman

Hong Kong, 27 March 2017

核數師

本公司將於應屆股東週年大會上提呈一項決議案，以續聘信永中和（香港）會計師事務所有限公司為本公司之核數師。

代表董事會

劉鋒
主席

香港，二零一七年三月二十七日

Independent Auditor's Report

獨立核數師報告



SHINEWING (HK) CPA Limited
43/F., Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

信永中和(香港)
會計師事務所有限公司
香港銅鑼灣
希慎道33號利園一期43樓

**TO THE MEMBERS OF
CHINA UPTOWN GROUP COMPANY LIMITED**
(incorporated in the Cayman Islands with limited liability)

致中國上城集團有限公司全體股東
(於開曼群島註冊成立之有限公司)

OPINION

意見

We have audited the consolidated financial statements of China Uptown Group Company Limited ("the Company") and its subsidiaries ("the Group") set out on pages 81 to 183, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師已審核列載於第81至183頁中國上城集團有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，其中包括於二零一六年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於二零一六年十二月三十一日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

Independent Auditor's Report

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”) and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

意見基礎

我們根據香港會計師公會頒佈之香港核數準則（「香港核數準則」）進行審核。根據該等準則，我們的責任於本報告核數師就審核綜合財務報表之責任一節中進一步詳述。根據香港會計師公會之專業會計師道德守則（「該守則」），我們獨立於貴集團，並已遵循該等規定及該守則履行其他道德責任。我們相信，我們所獲得之審核憑證能充足及適當地為我們的意見提供基礎。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期綜合財務報表中最為重要之事項。該等事項乃於我們審核整體綜合財務報表及達成我們對其的意見時進行處理，而我們不會對該等事項提供單獨的意見。

Independent Auditor's Report

獨立核數師報告

Revenue recognition on sales of properties

Refer to note 9 to the consolidated financial statements and the accounting policies on page 105.

The key audit matter

關鍵審核事項

The Group recognised revenue from sales of properties of approximately RMB479,111,000 for the year ended 31 December 2016.

截至二零一六年十二月三十一日止年度，貴集團確認物業銷售之收益約人民幣479,111,000元。

We have identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group.

由於收益為貴集團主要表現指標之一，我們將收益確認識別為關鍵審核事項。

物業銷售之收益確認

參閱綜合財務報表附註9及第105頁會計政策。

How the matter was addressed in our audit

如何於審核中處理該事項

Our audit procedures included obtaining an understanding regarding the transfer of risks and rewards of properties from the Group to the buyers, and challenged the Group's revenue recognition policy by reviewing the contractual terms in the signed sales and purchase agreements, on a sampling basis, and assessing whether the contractual arrangements for revenue recognition on sales of properties are satisfied in accordance with HKAS 18 "Revenue".

我們的審核程序包括了解有關將物業之風險及回報由貴集團轉移至買方並透過按抽樣基準審閱已簽立買賣協議之合約條款以及評估物業銷售之收益確認之合約安排是否符合香港會計準則第18號「收益」對貴集團之收益確認政策提出異議。

Independent Auditor's Report

獨立核數師報告

Valuation of properties under development

Refer to note 21 to the consolidated financial statements and the accounting policies on page 112.

The key audit matter

關鍵審核事項

The valuation of the Group's properties under development, which involves the determination of the net realisable value, is a judgemental process. This requires estimation of the selling price in the ordinary course of business, the costs to completion and applicable selling expenses.

貴集團在建物業之估值（涉及可變現淨值之釐定）為一項判斷程序，其要求於日常業務過程中估計售價、完成成本及適用之銷售開支。

We have identified the valuation of properties under development as a key audit matter because of its significance to the consolidated financial statements and because the determination of net realisable value involves a significant degree of judgement and estimation by management in considering the nature, timing and likelihood of changes to factors noted above.

由於在建物業之估值對綜合財務報表之重要性及可變現淨值之釐定涉及管理層於考慮上述因素變動之性質、時間及程度時作出之重大判斷及估計，我們將在建物業之估值識別為關鍵審核事項。

在建物業之估值

參閱綜合財務報表附註21及第112頁會計政策。

How the matter was addressed in our audit

如何於審核中處理該事項

Our audit procedures were designed to assess the methodology and assumptions used by management in calculating the net realisable value of properties under development. We have challenged each of the key assumptions within management's model on forecast sales values, sales rates, costs to completion and selling expenses which support the basis of the valuation reports published by third party specialists, and assessed their reasonableness based on our knowledge of the property development industry, recent market conditions and the Group's historical experience and future operating plans.

我們的審核程序旨在評估管理層計算在建物業可變現淨值所用之方法及假設。我們質疑管理層就預測銷售價值、銷售比率、完成成本及銷售開支之模式之主要假設（其為第三方專家公佈之估值報告提供依據），並根據我們對物業發展行業、近期市況及貴集團過往經驗及未來營運計劃之了解評估其合理性。

We performed independent sensitivity analysis to measure the impact on the net realisable value of properties under development, through possible deviations around the assumptions applied by management.

我們透過管理層應用之假設之可能推算進行獨立敏感度分析，以計量對在建物業可變現淨值之影響。

Independent Auditor's Report

獨立核數師報告

Other Information

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

其他資料

貴公司董事須對其他資料負責。其他資料包括載入年報之所有資料，不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出之意見並不包括其他資料，我們亦不會對其他資料發表任何形式之核證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，並於此過程中，考慮其他資料是否與綜合財務報表或我們於審核中所得知的情況有重大抵觸，或似乎有重大錯誤陳述。基於我們已執行之工作，倘我們認為此其他資料有重大錯誤陳述，我們須報告有關事實。

就此，我們毋須作出報告。

董事及負責管治者就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實董事認為編製綜合財務報表所必要之內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion, solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

於編製綜合財務報表時，貴公司董事負責評估貴集團持續經營之能力，並在適用情況下披露與持續經營有關的事項，以及採用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或除此之外並無其他實際可行之辦法。

負責管治者須負責監督貴集團之財務申報程序。

核數師就審核綜合財務報表須承擔之責任

我們的目標為合理確定綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致之重大錯誤陳述，並根據雙方協定委聘條款僅向全體股東發出載有我們意見之核數師報告，除此之外別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。合理確定屬高層次之核證，惟根據香港核數準則進行之審核工作概不保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤而產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

根據香港核數準則進行審核時，我們運用專業判斷，並於整個審核過程中保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險、設計及執行審核程序以應對該等風險，以及獲取充足及適當之審核憑證，作為我們意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制之情況，因此未能發現因欺詐而導致之重大錯誤陳述的風險高於未能發現因錯誤而導致之重大錯誤陳述的風險。
- 了解與審核有關的內部控制，以設計適當的審核程序，但並非為對 貴集團內部控制之效能發表意見。
- 評估董事所採用會計政策之合適性及作出會計估計和相關披露之合理性。
- 對董事採用持續經營為會計基礎之恰當性作出結論，並根據所獲得之審核憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，我們須於核數師報告中提請注意綜合財務報表中的相關披露，或倘有關披露不足，則修訂我們之意見。我們的結論乃基於截至核數師報告日期所獲得之審核憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。

Independent Auditor's Report

獨立核數師報告

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評估綜合財務報表之整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動之財務資料獲取充足適當之審核憑證，以就綜合財務報表發表意見。我們須負責集團審核之方向、監督及執行。我們須為我們的審核意見承擔全部責任。

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

我們與負責管治者就（其中包括）審核之計劃範圍、時間安排及重大審核發現進行溝通，該等發現包括我們於審核過程中識別之內部控制之任何重大缺失。

我們亦向負責管治者作出聲明，說明我們已符合有關獨立性之相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性之所有關係及其他事宜，以及相關防範措施（如適用）。

從與負責管治者溝通之事項中，我們釐定對本期間綜合財務報表之審核至關重要之事項，因而構成關鍵審核事項。我們於核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見之情況下，倘合理預期於報告中溝通某事項造成之負面後果超出產生之公眾利益，則我們決定不應於報告中溝通有關事項。

Independent Auditor's Report

獨立核數師報告

The engagement partner on the audit resulting in this independent auditor's report is Mr. Pang Wai Hang.

出具本獨立核數師報告之審核項目合夥人為彭衛恆先生。

SHINEWING (HK) CPA Limited

Certified Public Accountants

Pang Wai Hang

Practising Certificate Number: P05044

Hong Kong

27 March 2017

信永中和(香港)會計師事務所有限公司

執業會計師

彭衛恆

執業證書號碼：P05044

香港

二零一七年三月二十七日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	NOTES 附註			
Continuing operations	持續經營業務			
Turnover	9	營業額	479,111	7,801
Cost of sales		銷售成本	(394,009)	(7,591)
Gross profit		毛利	85,102	210
Other operating income	9	其他營運收入	1,117	707
Selling and distribution costs		銷售及分銷成本	(7,027)	(11,301)
Administrative expenses		行政費用	(26,992)	(25,127)
Finance costs	11	財務成本	(9,720)	(244)
Profit (loss) before tax		除稅前溢利(虧損)	42,480	(35,755)
Income tax expense	12	所得稅開支	(35,246)	(1)
Profit (loss) for the year from continuing operations		年內持續經營業務溢利(虧損)	7,234	(35,756)
Discontinued operation		已終止經營業務		
Profit (loss) for the year from discontinued operation	13	年內已終止經營業務溢利(虧損)	2,805	(345)
Profit (loss) for the year	14	年內溢利(虧損)	10,039	(36,101)
Profit (loss) for the year attributable to owners of the Company		本公司之擁有人應佔年內溢利(虧損)		
– from continuing operations		– 來自持續經營業務	3,555	(33,607)
– from discontinued operation		– 來自已終止經營業務	1,057	(176)
Profit (loss) for the year attributable to owners of the Company		本公司之擁有人應佔年內溢利(虧損)	4,612	(33,783)
Profit (loss) for the year attributable to non-controlling interests		非控制性權益應佔年內溢利(虧損)		
– from continuing operations		– 來自持續經營業務	3,679	(2,149)
– from discontinued operation		– 來自已終止經營業務	1,748	(169)
Profit (loss) for the year attributable to non-controlling interests		非控制性權益應佔年內溢利(虧損)	5,427	(2,318)
			10,039	(36,101)
Earnings (loss) per share	16	每股盈利(虧損)		
From continuing and discontinued operations		來自持續經營業務及已終止經營業務		
Basic and diluted		基本及攤薄	RMB0.30 cent 人民幣0.30分	RMB(3.02) cents 人民幣(3.02)分
From continuing operations		來自持續經營業務		
Basic and diluted		基本及攤薄	RMB0.23 cent 人民幣0.23分	RMB(3.00) cents 人民幣(3.00)分

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Profit (loss) for the year	年內溢利(虧損)	10,039	(36,101)
Other comprehensive (expense) income	其他全面(開支)收益		
Items that may be reclassified subsequently to profit or loss:	其後可重新分類至損益之項目：		
Exchange differences arising on translation of foreign operations:	因換算外國業務產生之匯兌差額：		
– Exchange loss arising during the year	– 一年內產生的匯兌虧損	(1,450)	(2,117)
– Reclassification of cumulative translation reserve upon disposal of a subsidiary to profit or loss	– 累計換算儲備於出售附屬公司時重新分類至損益	557	–
Other comprehensive expense for the year	年內其他全面開支	(893)	(2,117)
Total comprehensive income (expense) for the year	年內全面收益(開支)總額	9,146	(38,218)
Total comprehensive income (expense) for the year attributable to:	以下應佔年內全面收益(開支)總額：		
Owners of the Company	本公司之擁有人	3,719	(35,900)
Non-controlling interests	非控制性權益	5,427	(2,318)
		9,146	(38,218)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2016 於二零一六年十二月三十一日

		NOTES 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元 (Restated) (重列)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	19	19,359	19,144
Deferred tax assets	遞延稅項資產	33	3,578	–
Available-for-sale investments	可供出售投資	20	–	–
			22,937	19,144
Current assets	流動資產			
Properties under development	在建物業	21	354,831	1,441,992
Properties held for sale	持作出售物業	22	891,580	–
Trade and other receivables	貿易及其他應收款項	23	138,068	56,944
Held-for-trading investments	持作交易用途之投資	24	40	42
Income tax recoverable	可收回所得稅		16,099	32,980
Restricted bank deposit	有限制銀行存款	25	7,888	7,651
Pledged bank deposits	已抵押銀行存款	26	34,044	54,456
Bank balances and cash	銀行結存及現金	26	42,795	32,298
			1,485,345	1,626,363
Assets classified as held for sale	分類為持作出售之資產	13	–	11,303
			1,485,345	1,637,666
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	27	744,739	659,511
Consideration payable	應付代價	28	16,942	19,042
Amount due to a director	應付董事款項	29	3,160	–
Secured bank borrowings	有抵押銀行借款	30	133,539	245,079
			898,380	923,632
Liabilities associated with assets classified as held for sale	有關分類為持作出售之資產負債	13	–	13,654
			898,380	937,286
Net current assets	流動資產淨值		586,965	700,380
Total assets less current liabilities	總資產減流動負債		609,902	719,524

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2016 於二零一六年十二月三十一日

			2016 二零一六年	2015 二零一五年
		NOTES 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Capital and reserves	資本及儲備			
Ordinary share capital	普通股股本	31	136,015	136,015
Reserves	儲備		367,891	364,172
Equity attributable to owners of the Company	本公司之擁有人應佔權益		503,906	500,187
Non-controlling interests	非控制性權益		30,122	22,176
Total equity	權益總額		534,028	522,363
Non-current liabilities	非流動負債			
Secured bank borrowings	有抵押銀行借款	30	-	120,000
Deferred tax liabilities	遞延稅項負債	33	75,874	77,161
			75,874	197,161
			609,902	719,524

The consolidated financial statements on pages 81 to 183 were approved and authorised for issue by the board of directors on 27 March 2017 and are signed on its behalf by:

第81至183頁之綜合財務報表於二零一七年三月二十七日獲董事會批准及授權刊發，並由下列董事代表簽署：

Mr. Liu Feng

劉鋒先生

Director

董事

Mr. Lau Sai Chung

劉世忠先生

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

Attributable to owners of the Company
本公司之擁有人應佔權益

		Ordinary share capital	Share premium	Convertible redeemable preference shares 可轉換 可贖回優先股	Share options reserve	Exchange translation reserve	Accumulated losses	Total	Non- controlling interests 非控制性 權益	Total
		普通股股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	可贖回優先股 RMB'000 人民幣千元	購股權儲備 RMB'000 人民幣千元	換算儲備 RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	總額 RMB'000 人民幣千元	權益 RMB'000 人民幣千元	總額 RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	88,424	411,984	152,006	3,743	(39,266)	(131,505)	485,386	24,494	509,880
Loss for the year	年內虧損	-	-	-	-	-	(33,783)	(33,783)	(2,318)	(36,101)
Other comprehensive expense for the year	年內其他全面開支									
- Exchange differences arising on translation of financial statements of foreign operations	- 因換算外國業務 財務報表產生之 匯兌差額	-	-	-	-	(2,117)	-	(2,117)	-	(2,117)
Total comprehensive expense for the year	年內全面開支總額	-	-	-	-	(2,117)	(33,783)	(35,900)	(2,318)	(38,218)
Issue of shares upon placing (Note 31)	配售後發行股份 (附註31)	15,752	36,073	-	-	-	-	51,825	-	51,825
Transaction costs attributable to issue of shares upon placing	配售後發行股份 應佔交易成本	-	(1,124)	-	-	-	-	(1,124)	-	(1,124)
Conversion of convertible redeemable preference shares (Notes 31 and 32)	轉換可轉換可贖回優先股 (附註31及32)	31,839	120,167	(152,006)	-	-	-	-	-	-
Lapse of share options (Note 34)	購股權失效 (附註34)	-	-	-	(3,743)	-	3,743	-	-	-
At 31 December 2015	於二零一五年 十二月三十一日	136,015	567,100	-	-	(41,383)	(161,545)	500,187	22,176	522,363

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Attributable to owners of the Company 本公司之擁有人應佔權益								
		Ordinary share capital	Convertible redeemable preference shares 可轉換 股份溢價	Share options reserve	Exchange translation reserve	Accumulated losses	Total	Non- controlling interests 非控制性 權益	Total	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2016	於二零一六年一月一日	136,015	567,100	-	-	(41,383)	(161,545)	500,187	22,176	522,363
Profit for the year	年內溢利	-	-	-	-	-	4,612	4,612	5,427	10,039
Other comprehensive (expense) income for the year	年內其他全面 (開支)收益									
- Exchange differences arising on translation of financial statements of foreign operations	- 因換算外國業務 財務報表產生之 匯兌差額	-	-	-	-	(1,450)	-	(1,450)	-	(1,450)
- Reclassification of cumulative translation reverse upon disposal of a subsidiary to profit or loss	- 累計換算儲備於出售 附屬公司時重新分類 至損益	-	-	-	-	557	-	557	-	557
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	-	-	-	-	(893)	4,612	3,719	5,427	9,146
Derecognised upon disposal of a subsidiary (Note 35)	出售附屬公司時終止確認 (附註35)	-	-	-	-	-	-	-	2,519	2,519
At 31 December 2016	於二零一六年 十二月三十一日	136,015	567,100	-	-	(42,276)	(156,933)	503,906	30,122	534,028

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元 (Restated) (重列)
OPERATING ACTIVITIES	經營活動		
Profit (loss) before tax from continuing operations	來自持續經營業務之除稅前溢利(虧損)	42,480	(35,755)
Profit (loss) profit before tax from discontinued operation	來自已終止經營業務之除稅前溢利(虧損)	2,805	(345)
		45,285	(36,100)
Adjustments for:	調整項目:		
Change in fair value of held-for-trading investments	持作交易用途之投資之公允值變動	4	11
Depreciation of property, plant and equipment	物業、廠房及設備折舊	803	732
Finance costs	財務成本	9,720	244
Loss on disposal of a subsidiary	出售附屬公司之虧損	763	-
Interest income	利息收入	(1,117)	(707)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	55,458	(35,820)
Increase in properties under development	在建物業增加	(156,064)	(318,890)
Decrease in properties held for sale	持作出售物業減少	394,009	-
Increase in trade and other receivables	貿易及其他應收款項增加	(64,541)	(44,336)
Decrease (increase) in pledged bank deposits	已抵押銀行存款減少(增加)	20,412	(12,856)
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加	(16,861)	607,182
Cash from operations	經營所得現金	232,413	195,280
PRC Enterprise Income Tax paid	已付中國企業所得稅	(8,987)	(14,547)
PRC Land Appreciation Tax paid	已付中國土地增值稅	(14,042)	(15,139)
NET CASH FROM OPERATING ACTIVITIES	經營活動所得現金淨額	209,384	165,594

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		NOTES 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元 (Restated) (重列)
INVESTING ACTIVITIES	投資活動			
(Increase) decrease in restricted bank deposit	有限制銀行存款 (增加)減少		(237)	1
Purchase of property, plant and equipment	購買物業、廠房及設備		(130)	(1,601)
Net cash outflow from disposal of a subsidiary	出售附屬公司之 現金流出淨額	35	(73)	–
Interest received	已收利息		972	707
Dividend paid	已付股息		–	(34,654)
Repayment of consideration payable	償還應付代價		–	(33,058)
NET CASH FROM (USED IN) INVESTING ACTIVITIES	投資活動所得(所用) 現金淨額		532	(68,605)
FINANCING ACTIVITIES	融資活動			
Advance from a customer for trading of raw sugar	來自原糖貿易客戶之墊款		56,395	–
New borrowings raised	新籌得借貸		20,544	5,692
Advance from a director	來自董事之墊款		3,043	–
Repayment of bank borrowings	償還銀行借款		(252,715)	(253,432)
Interest paid	已付利息		(27,668)	(57,775)
Issue of shares upon placing	配售後發行之股份		–	51,825
Transaction costs attributable to issue of shares upon placing	歸屬配售後發行之 股份交易成本		–	(1,124)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額		(200,401)	(254,814)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物之 增加(減少)淨額		9,515	(157,825)
EFFECT ON FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響		256	749
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	於年初之現金及現金等價物		33,024	190,100
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	於年終之現金及現金等價物		42,795	33,024
Represented by:	其中包括:			
Bank balances and cash	銀行結存及現金		42,795	32,298
Bank balances and cash included in asset held for sale	銀行結存及現金包括 持作出售之資產	13	–	726
			42,795	33,024

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

1. GENERAL

China Uptown Group Company Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability. The shares of the Company are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section of the annual report.

Other than the subsidiaries established in the People’s Republic of China (the “PRC”) whose functional currency is Renminbi (“RMB”), the functional currency of the Company and the remaining subsidiaries are Hong Kong dollars (“HK\$”).

The Group adopted RMB as its presentation currency as the directors of the Company consider that the major operations are in the PRC and it is appropriate to present the consolidated financial statements in RMB.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in note 40.

1. 一般資料

中國上城集團有限公司(「本公司」)乃於開曼群島註冊成立之受豁免有限公司。本公司股份在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司之註冊辦事處及主要營業地址已於本年報中之「公司資料」一節披露。

除在中華人民共和國(「中國」)成立之附屬公司之功能貨幣為人民幣(「人民幣」)外，本公司及餘下附屬公司之功能貨幣均為港幣(「港幣」)。

由於本公司董事認為本公司主要在中國經營業務且以人民幣呈列綜合財務報表乃屬恰當，因此本集團採納人民幣為其呈列貨幣。

本公司之主要活動為投資控股，而其附屬公司之主要活動已列載於附註40。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied the following new and revised HKFRSs, which include HKFRSs, Hong Kong Accounting Standards (“HKAS(s)”), amendments and Interpretations (“Int(s)”), issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptance Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying Consolidation Exception
Amendments to HKFRSs 11	Accounting for Acquisitions of Interests in Joint Operations

The application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用下列香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則，包括香港財務報告準則、香港會計準則（「香港會計準則」）、修訂及詮釋（「詮釋」）。

香港財務報告準則之修訂	香港財務報告準則二零一二年至二零一四年週期之年度改進
香港會計準則第1號之修訂	披露計劃
香港會計準則第16號及香港會計準則第38號之修訂	釐清可接受之折舊及攤銷方法
香港會計準則第16號及香港會計準則第41號之修訂	農業：生產性植物
香港會計準則第27號之修訂	獨立財務報表之權益法
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號之修訂	投資實體：應用綜合入賬例外情況
香港財務報告準則第11號之修訂	收購合營業務權益之會計處理

於本年度應用新訂及經修訂香港財務報告準則並無對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載披露構成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective.

HKFRS 9 (2014)	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ²
HKFRS 16	Leases ³
Amendments to HKAS 7	Disclosure Initiative ¹
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions ²
Amendments to HKFRS 4	Applying HKFRS 9 <i>Financial Instruments</i> with HKFRS 4 <i>Insurance Contracts</i> ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014-2016 Cycle ⁵

- ¹ Effective for annual periods beginning on or after 1 January 2017.
- ² Effective for annual periods beginning on or after 1 January 2018.
- ³ Effective for annual periods beginning on or after 1 January 2019.
- ⁴ Effective date not yet been determined.
- ⁵ Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號(二零一四年)	財務工具 ²
香港財務報告準則第15號	來自客戶合約之收益 ²
香港財務報告準則第16號	租賃 ³
香港會計準則第7號之修訂	披露計劃 ¹
香港會計準則第12號之修訂	就未變現虧損確認遞延稅項資產 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間之資產銷售或貢獻 ⁴
香港財務報告準則第2號之修訂	以股份為基礎的支付交易之分類及計量 ²
香港財務報告準則第4號之修訂	與香港財務報告準則第4號保險合約一併應用之香港財務報告準則第9號財務工具 ²
香港財務報告準則之修訂	香港財務報告準則二零一四年至二零一六年週期之年度改進 ⁵

- ¹ 於二零一七年一月一日或之後開始之年度期間生效。
- ² 於二零一八年一月一日或之後開始之年度期間生效。
- ³ 於二零一九年一月一日或之後開始之年度期間生效。
- ⁴ 生效日期尚未釐定。
- ⁵ 於二零一七年一月一日或二零一八年一月一日(倘適用)或之後開始之年度期間生效。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

The directors of the Company anticipate that, except as described below, the application of other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

HKFRS 9 (2014) Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 and includes the requirements for the classification and measurement of financial liabilities and for derecognition. In 2013, HKFRS 9 was further amended to bring into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the consolidated financial statements. A finalised version of HKFRS 9 was issued in 2014 to incorporate all the requirements of HKFRS 9 that were issued in previous years with limited amendments to the classification and measurement by introducing a "fair value through other comprehensive income" ("FVTOCI") measurement category for certain financial assets. The finalised version of HKFRS 9 also introduces an "expected credit loss" model for impairment assessments.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

除下文所述者外，本公司董事預期，應用其他新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況構成重大影響。

香港財務報告準則第9號 (二零一四年) 財務工具

於二零零九年頒佈之香港財務報告準則第9號引入財務資產分類及計量之新規定。香港財務報告準則第9號於二零一零年經修訂，並包括有關分類及計量財務負債及終止確認之規定。於二零一三年，香港財務報告準則第9號獲進一步修訂，以落實對沖會計法之實質性修訂，從而將使實體於綜合財務報表中更能反映風險管理活動。香港財務報告準則第9號之最終版本於二零一四年頒佈，藉就若干財務資產引入「按公允值計入其他全面收益」(「按公允值計入其他全面收益」)之計量類別規定，以納入過往年度所頒佈香港財務報告準則第9號之全部規定，且對有關分類及計量作出有限修訂。香港財務報告準則第9號之最終版本亦就減值評估引入「預期信貸虧損」模式。

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綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 9 (2014) Financial Instruments (Continued)

Key requirements of HKFRS 9 (2014) are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9 (2014), entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第9號 (二零一四年) 財務工具 (續)

香港財務報告準則第9號 (二零一四年) 之主要規定載述如下：

- 所有屬香港會計準則第39號 *財務工具：確認及計量* 範圍內之已確認金融資產其後均須按攤銷成本或公允值計量。具體而言，目的是收取合約現金流量之業務模式內持有之債務投資，及合約現金流量僅為償還本金及尚未償還本金利息之債務投資，一般於其後會計期末按攤銷成本計量。目的皆以收集合約現金流量及出售財務資產而達成且按其業務模式內持有之債務工具，及財務資產在合約條款中於指定日期而產生之現金流量僅為支付尚未償還欠款之本金和利息，其計量乃按公允值計入其他全面收益。所有其他債務投資及權益投資均於其後報告期末按公允值計量。此外，根據香港財務報告準則第9號 (二零一四年)，實體可作出不可撤回之選擇，以於其他全面收益呈列權益投資 (並非持作買賣者) 公允值之其後變動，只有股息收入一般於益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 9 (2014) Financial Instruments (Continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 (2014) requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In the aspect of impairment assessments, the impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets and commitments to extend credit were added. Those requirements eliminate the threshold that was in HKAS 39 for the recognition of credit losses. Under the impairment approach in HKFRS 9 (2014) it is no longer necessary for a credit event to have occurred before credit losses are recognised. Instead, expected credit losses and changes in those expected credit losses should always be accounted for. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition and, consequently, more timely information is provided about expected credit losses.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第9號 (二零一四年) 財務工具 (續)

- 就指定為按公允值計入損益之財務負債之計量而言，香港財務報告準則第9號 (二零一四年) 規定該負債之信貸風險變動以致該金融負債公允值變動之金額於其他全面收益內呈列，除非於其他全面收益中確認該負債信貸風險變動之影響會導致或擴大損益上之會計錯配。財務負債之信貸風險變動引致之財務負債公允值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為按公允值計入損益之金融負債之公允值變動全部金額於損益內呈列。
- 減值評估方面，已加入關於實體對其財務資產及提供延伸信貸承擔之預期信貸虧損之會計減值規定。此等規定消除香港會計準則第39號內確認信貸虧損之上限。根據香港財務報告準則第9號 (二零一四年) 之減值方法，毋須先發生信貸事件，方可確認信貸虧損。反之，預期信貸虧損及該等預期信貸虧損之變動應一直入賬。預期信貸虧損之金額於每報告日期更新，以反映自初始確認以來之信貸風險變動，因此提供更適時之預期信貸虧損資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 9 (2014) Financial Instruments (Continued)

- HKFRS 9 (2014) introduces a new model which is more closely aligns hedge accounting with risk management activities undertaken by companies when hedging their financial and non-financial risk exposures. As a principle-based approach, HKFRS 9 (2014) looks at whether a risk component can be identified and measured and does not distinguish between financial items and non-financial items. The new model also enables an entity to use information produced internally for risk management purposes as a basis for hedge accounting. Under HKAS 39, it is necessary to exhibit eligibility and compliance with the requirements in HKAS 39 using metrics that are designed solely for accounting purposes. The new model also includes eligibility criteria but these are based on an economic assessment of the strength of the hedging relationship. This can be determined using risk management data. This should reduce the costs of implementation compared with those for HKAS 39 hedge accounting because it reduces the amount of analysis that is required to be undertaken only for accounting purposes.

HKFRS 9 (2014) will become effective for annual periods beginning on or after 1 January 2018 with early application permitted.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第9號 (二零一四年) 財務工具 (續)

- 香港財務報告準則第9號 (二零一四年) 引入新模式，更切合公司於對沖財務及非財務風險時就風險管理活動進行之對沖會計。作為以原則為基準之方法，香港財務報告準則第9號 (二零一四年) 關注風險部分是否可識別及計量，而並不區分金融項目及非金融項目。有關新模式亦讓實體可使用就風險管理目的於內部編製之資料作為對沖會計之基礎。根據香港會計準則第39號，符合及遵守香港會計準則第39號之規定應用僅為會計目的而設計之計量乃屬必要。新模式亦包括合資格條件，惟有關條件乃基於有關對沖關係強度之經濟評估。有關條件可以風險管理數據釐定。由於該模式可減少僅就會計目的須進行之分析量，故相比香港會計準則第39號之對沖會計而言，其可減少執行成本。

香港財務報告準則第9號 (二零一四年) 將於二零一八年一月一日或之後開始之年度期間生效，並獲准提前應用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 9 (2014) Financial Instruments (Continued)

The Group is in the process of assessing the potential impact on the financial performance resulting from the adoption of HKFRS 9 (2014). So far it has concluded that the adoption of HKFRS 9 (2014) may have an impact on the Group's results and financial position, including the classification and measurement of financial assets. For instance, the Group will be required to replace the incurred loss impairment model in HKAS 39 with the expected loss impairment model that will apply to various exposures to credit risk. Until a detailed review of the impact of adopting HKFRS 9 (2014) is performed, the Group cannot provide a reasonable estimate that quantifies the impact on this financial statements nor can it yet conclude whether that impact will be significant or not.

HKFRS 15 Revenue from Contracts with Customers

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Thus, HKFRS 15 introduces a model that applies to contracts with customers, featuring a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

- i) Identify the contract with the customer;
- ii) Identify the performance obligations in the contract;
- iii) Determine the transaction price;
- iv) Allocate the transaction price to the performance obligations; and
- v) Recognise revenue when (or as) the entity satisfies a performance obligation.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第9號（二零一四年）財務工具（續）

本集團正在評估採納香港財務報告準則第9號（二零一四年）對財務表現產生之潛在影響。迄今為止，本集團認為採納香港財務報告準則第9號（二零一四年）或會對本集團之業績及財務狀況（包括財務資產之分類及計量）造成影響。例如，本集團將須將香港會計準則第39號中已產生虧損減值模型，更換成將適用於多種信貸風險之預期虧損減值模型。直至對採納香港財務報告準則第9號（二零一四年）之影響進行詳盡審閱前，本集團無法提供量化對本財務報表之影響之合理估計，亦未能確定該影響會否屬重大。

香港財務報告準則第15號來自客戶合約之收益

香港財務報告準則第15號之核心原則為實體所確認描述向客戶轉讓承諾貨品或服務之收益金額，應能反映該實體預期就交換該等貨品或服務有權獲得之代價。因此，香港財務報告準則第15號引入適用於與客戶之合約之模式，而該模式以合約對交易作五個步驟之分析，以釐定是否需要確認收益、確認金額及確認時間。該五個步驟如下：

- i) 識別與客戶訂立之合約；
- ii) 識別合約中之履約責任；
- iii) 釐定交易價；
- iv) 將交易價分配至履約責任；及
- v) 於實體完成（或者）履約責任時確認收益。

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綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 15 Revenue from Contracts with Customers (Continued)

HKFRS 15 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the consolidated financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related Interpretations when it becomes effective.

HKFRS 15 will become effective for annual periods beginning on or after 1 January 2018 with early application permitted. Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The directors of the Company anticipate that the application of HKFRS 15 in the future may have an impact on the timing of the revenue recognition, and more disclosures relating to revenue is required. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until detailed review have been completed.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第15號來自客戶合約之收益 (續)

香港財務報告準則第15號亦引入定性及定量之詳盡披露規定，旨在讓綜合財務報表使用者明白客戶合約所產生之收益及現金流量之性質、金額、時間及不確定因素。

香港財務報告準則第15號生效後，其將取代香港會計準則第18號*收益*、香港會計準則第11號*建築合約*及相關詮釋現時所載之收益確認指引。

香港財務報告準則第15號將於二零一八年一月一日或之後開始之年度期間生效，並允許提早採用。根據香港財務報告準則第15號，於（或隨著）實體完成履約責任，即與特定履約責任相關之貨品或服務之「控制權」轉移予顧客時確認收益。香港財務報告準則第15號已加入更多特定指引以處理特別情況。此外，香港財務報告準則第15號要求更詳盡之披露。

本公司董事預期，於未來應用香港財務報告準則第15號可能會對收益確認之時間造成影響，並要求作出更多有關收益之披露。然而，於完成詳盡審閱前，對香港財務報告準則第15號之影響作出合理估計乃不切實際。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 16 Leases

HKFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessors and lessees.

In respect of the lessee accounting, the standard introduces a single lessee accounting model, requiring lessees to recognise assets and liabilities for all leases with the lease term of more than 12 months, unless the underlying asset has a low value.

At the commencement date of the lease, the lessee is required to recognise a right-of-use asset at cost, which consists of the amount of the initial measurement of the lease liability, plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, the initial estimate of restoration costs and any initial direct costs incurred by the lessee. A lease liability is initially recognised at the present value of the lease payments that are not paid at that date.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payment made, and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. Depreciation and impairment expenses, if any, on the right-of-use asset will be charged to profit or loss following the requirements of HKAS 16 *Property, Plant and Equipment*, while interest accrual on lease liability will be charged to profit or loss.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃

香港財務報告準則第16號為識別租賃安排以及彼等於出租人及承租人財務報表之處理引入一個綜合模式。

就承租人之會計處理而言，該準則引入單一承租人會計模式，規定承租人須確認所有租賃期限為12個月以上之租賃之資產及負債，低價值相關資產則除外。

承租人須於租賃開始日期按成本確認使用權資產，包括租賃負債之初始計量金額，加開始日期或之前向出租人作出之任何租賃付款，減任何已收租賃優惠以及承租人產生之初步估計修復成本及任何初始直接成本。租賃負債乃按尚未支付租賃付款於該日之現值初始確認。

其後，使用權資產乃按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債之任何重新計量作出調整。租賃負債其後藉增加賬面值以反映租賃負債利息，減少賬面值以反映已作出之租賃付款而計量，並重新計量賬面值以反映任何重估或租賃修訂或反映經修訂之實質固定租賃付款。使用權資產之折舊及減值開支（如有）將按照香港會計準則第16號物業、廠房及設備之規定於損益扣除，而租賃負債之應計利息則計入損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

HKFRS 16 Leases (Continued)

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

HKFRS 16 will supersede the current lease standards including HKAS 17 *Leases* and the related Interpretations when it becomes effective.

HKFRS 16 will be effective for annual periods beginning on or after 1 January 2019 with early application permitted provided that the entity has applied HKFRS 15 *Revenue from Contracts with Customers* at or before the date of initial application of HKFRS 16. Since the Group enters into lease arrangements with average lease term from one to three years, the Group may be required to recognise the right-of-use asset and lease liability in the future. The directors of the Company are in the process of assessing their impact on the consolidated financial statements of these requirements. However, it is not practicable to provide a reasonable estimate of the effect until the Group performs a detailed review.

Amendment to HKAS 7 Disclosure Initiative

The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments do not prescribe a specific method to fulfill the new disclosure requirements. However, the amendments indicate that one way is to provide a reconciliation between the opening and closing balances for liabilities arising from financing activities.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (續)

就出租人之會計處理而言，香港財務報告準則第16號實質上推行香港會計準則第17號之出租人會計規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並以不同方式將該兩類租賃入賬。

香港財務報告準則第16號將於生效後取代現行之租賃準則，包括香港會計準則第17號租賃及相關詮釋。

香港財務報告準則第16號將於二零一九年一月一日或之後開始之年度期間生效，並可提早應用，惟實體須於香港財務報告準則第16號初步應用當日或之前已採用香港財務報告準則第15號來自客戶合約之收益。由於本集團訂立租賃安排之平均租賃期限為一至三年，本集團於日後可能須確認使用權資產及租賃負債。本公司董事正在評估該等規定對於綜合財務報表之影響。然而，於本集團進行詳盡審閱前提供該影響之合理估計乃不切實際。

香港會計準則第7號之修訂披露計劃

該等修訂要求實體提供使財務報表使用者能夠評估融資活動所產生之負債變動之披露資料，包括現金流量產生之變動及非現金變動。該等修訂並無限定達成新披露規定之指定方法。然而，該等修訂指出其中一個方法為提供融資活動產生之負債之期初及期末結餘之對賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

New and revised HKFRSs in issue but not yet effective (Continued)

Amendment to HKAS 7 Disclosure Initiative (Continued)

Amendments to HKAS 7 will become effective for annual periods beginning on or after 1 January 2017 with early application permitted.

The directors of the Company do not anticipate that the application of Amendments to HKAS 7 will have a material effect on the Group's consolidated financial statements.

The directors of the Company anticipate that the adoption of Amendments to HKAS 7 in the future may have significant impact on presentation and additional disclosure of the Group's consolidated statement of cash flows. However, it is not practicable to provide a reasonable estimate of the effect of Amendments to HKAS 7 until the Group performs a detailed review.

2. 應用新訂及經修訂香港財務報告準則 (「香港財務報告準則」) (續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

香港會計準則第7號之修訂披露計劃 (續)

香港會計準則第7號之修訂於二零一七年一月一日或之後開始之年度期間生效，並獲准提前應用。

本公司董事預期，應用香港會計準則第7號之修訂將不會對本集團之綜合財務報表造成重大影響。

本公司董事預期，日後採納香港會計準則第7號之修訂或會對本集團綜合現金流量表之呈列及額外披露造成重大影響。然而，本集團於完成詳盡審閱前就香港會計準則第7號之修訂之影響提供合理估計乃不切實際。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 重要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例所規定之適用披露。

綜合財務報表乃根據歷史成本基準編製，惟若干財務工具按報告期末公允值計量（如下文會計政策所闡釋）。

歷史成本通常基於交換貨品及服務時提供代價的公允值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (i.e. its subsidiaries).

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns. When the Group has less than a majority of the voting rights of an investee, power over the investee may be obtained through: (i) a contractual arrangement with other vote holders; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights; or (iv) a combination of the above, based on all relevant facts and circumstances.

The Company reassess whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control of the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

3. 重要會計政策 (續)

公允值為市場參與者於計量日在現行市況下之主要（或最有利）市場進行之有序交易所出售資產可收取或轉讓負債須支付之價格（如平倉價），不論該價格是否可直接觀察或使用另一估值技術估算。公允值計量詳情載於以下會計政策。

主要會計政策載列如下。

綜合基準

綜合財務報表綜合計算本公司及受本公司控制之實體（即其附屬公司）之財務報表。

倘屬以下情況，則本集團獲得控制權：(i)對投資對象行使之權力；(ii)來自參與投資對象可變回報之風險或權利；及(iii)對投資對象使用其權力而影響本集團回報金額之能力。倘本集團於投資對象之投票權少於過半數，可根據所有相關事實及情況，透過下列方式取得投資對象之權力：(i)與其他投票持有人訂立合約安排；(ii)來自其他合約安排之權利；(iii)本集團之投票權及潛在投票權；或(iv)綜合上述各項。

倘有事實及情況顯示，上述該等控制權元素有一項或以上出現變動，本公司將重新評估其對投資對象之控制權。

附屬公司綜合始於本集團取得附屬公司控制權時，終於本集團喪失附屬公司控制權時。

附屬公司之收入及開支（從本集團取得控制之日起至本集團不再控制附屬公司之日）計入綜合損益表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation *(Continued)*

Profit or loss and each component of other comprehensive income of subsidiaries are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group are eliminated in full on consolidation.

3. 重要會計政策 (續)

綜合基準 (續)

附屬公司之損益及其他各項全面收益組成部分歸於本公司擁有人及非控制性權益。附屬公司全面收益總額歸於本公司擁有人及非控制性權益，即使附屬公司全面收益總額導致非控制性權益產生虧絀結餘。

所有與本集團實體間交易相關的集團內資產及負債、權益、收入、開支及現金流量於綜合賬目時悉數抵銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Such classification requires the asset or the disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset or disposal group and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable in the normal course of business, net of discounts and sales related taxes. Revenue is reduced for customer returns, rebates and other similar allowances.

(i) Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;

3. 重要會計政策 (續)

持作出售之非流動資產

倘賬面值將主要透過銷售交易而非透過持續使用收回，則非流動資產及出售組合被分類為持作出售。有關分類要求資產或出售組合必須可於其現狀下立即出售，及僅受限於出售該資產或出售組合之一般習慣條款及出售有高度可能時達致。出售必須進行管理，在分類日後一年時間內必須符合確認為一項完整出售。

當本集團致力於涉及對附屬公司失去控制的銷售計劃時，滿足上述條件時，該附屬公司的所有資產和負債都分類為持作出售，不論本集團在出售後是否保留對其前附屬公司的非控制權益。

分類為持作出售的非流動資產與出售組合按其之前的賬面值和公允值二者中較低者減去出售成本計算。

確認收益

收益按日常業務過程中已收或應收代價（已扣除折扣及銷售相關稅項）之公允值計量。收益須扣減客戶退貨、回扣及其他類似撥備。

(i) 貨品銷售

銷售貨品的收益於交付貨品及轉移擁有權時確認，且在達成以下全部條件時，方可作實：

- 本集團已將貨物擁有權之重大風險及回報轉讓予買方；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition (Continued)

(i) Sale of goods (Continued)

- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

(ii) Sale of properties

Revenue from sale of properties in the ordinary course of business is recognised when the risks and rewards of properties are transferred to the buyers, which is when the construction of the relevant properties have been completed, the properties have been delivered to the buyers and collectability of related receivables is reasonably assured.

Deposits and installments received from buyers prior to meeting the above criteria for revenue recognition are included in the consolidated statement of financial position under receipts in advance in current liabilities.

(iii) Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 重要會計政策 (續)

確認收益 (續)

(i) 貨品銷售 (續)

- 本集團沒有保留任何一般與擁有權相關之持續管理權或已售貨品之實際控制權；
- 收益金額可被可靠地計量；
- 與交易有關之經濟利益可能將流入本集團；及
- 交易已經或將產生之成本可被可靠地計量。

(ii) 物業銷售

於日常業務過程中銷售物業的收益在物業的風險及回報轉讓至買方，即有關物業竣工後並將物業交付買家，且能合理確保可收回有關應收款項時，方予確認。

於滿足上述收益確認條件前從買家收取的按金及分期付款已計入綜合財務狀況表的流動負債預收款項中。

(iii) 利息收入

財務資產所產生的利息收入於經濟利益有可能流入本集團且收入金額能可靠計量時確認。利息收入是按時間基準，並參照未償還本金額及按所適用的實際利率計算，而實際利率為可將透過財務資產的預期年期內的估計未來現金收入精確地貼現至於初步確認的該資產賬面淨值的利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease.

Leasehold land and buildings

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

3. 重要會計政策 (續)

租約

當租約條款將所有權的絕大部分風險及回報轉讓予承租人時，該等租約即分類為融資租約。所有其他租約分類為經營租約。

本集團作為承租人

經營租賃付款乃按有關租約之年限以直線法確認為開支。

租賃土地及樓宇

倘租賃包括土地及樓宇，本集團根據對各部份之擁有權附帶之絕大部份風險及回報是否轉移至本集團的評估並把各部份的分類評定為融資或經營租賃，惟倘兩個部分均為經營租賃，則全部租賃均分類為經營租賃。尤其是，最低租賃付款（包括任何一筆過預付款項）於租賃訂立時按租賃土地部份及樓宇部份中的租賃權益相對公允值比例於土地及樓宇間分配。

倘租賃付款無法於土地及樓宇部份間可靠分配時，整項租賃通常分類為融資租賃，並入賬列作物業、廠房及設備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange translation reserve (attributed to non-controlling interests as appropriate).

3. 重要會計政策 (續)

外幣

編製個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易乃按交易日期之現行匯率換算為各自之功能貨幣（即該實體經營所在主要經濟環境之貨幣）列賬。於報告期末，以外幣列值之貨幣項目以結算當日之現行匯率重新換算。以外幣歷史成本計算之非貨幣項目毋須重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額，於其產生期間於損益中確認，惟貨幣項目所產生之匯兌差額構成本公司於海外業務之淨投資則除外，於此情況下，該等匯兌差額於其他全面收益中確認及於權益中累計，並將於出售海外業務時由權益重新分類至損益。

就呈列綜合財務報表而言，本集團海外業務之資產及負債均按各報告期末之現行匯率換算為本集團之呈列貨幣（即人民幣）。收入及開支項目乃按期間平均匯率換算。所產生匯兌差額（如有）均於其他全面收益確認並於匯兌儲備項下之權益（歸屬於非控制性權益（如適用））中累計。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Retirement benefit costs

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 重要會計政策 (續)

外幣 (續)

於出售海外業務時(即出售本集團於海外業務的全部權益或出售涉及附屬公司(包括海外業務)控制權喪失),就該業務本公司擁有人應佔於權益中累計的全部匯兌差額重新分類為損益。

購入之可識別資產作出之商譽及公允值調整以及收購海外業務而承擔的負債被視為該海外業務之資產及負債,按報告期末之現行匯率重新換算。所產生之匯兌差額在其他全面收益中確認。

借貸成本

因收購、興建或生產需要長時間籌備方可供其擬定用途或銷售之合資格資產所產生之直接借貸成本,計入該等資產之成本中,直至該等資產已大致上可供其擬定用途或銷售。

所有其他借貸成本於產生期間的損益確認。

退休福利成本

員工提供服務而獲得國家管理之退休福利計劃和強制性公積金計劃付款,均確認為支出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" as reported in the consolidated statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 重要會計政策 (續)

短期和其他長期員工福利

於僱員提供相關服務期間，會就僱員的工資、薪金、年假及病假的應計福利，按為換取有關服務預期支付之福利之未折現金額確認為負債。

短期僱員福利確認的負債乃按預期予以支付作為換取相關服務的福利未折現金額計量。

其他長期僱員福利確認的負債乃按本集團就截至報告日期止僱員所提供的服務而預期作出的估計未來現金流出的現值計量。

稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利與綜合損益表所報「除稅前溢利」不同，因為其排除其他年度應課稅或可扣稅收入或開支項目，亦排除毋須課稅或不可扣稅項目。本集團之即期稅項負債乃按報告期末已實施或實質上已實施之稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. 重要會計政策 (續)

稅項 (續)

遞延稅項指就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之暫時差額確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產乃於可能出現應課稅溢利以抵銷可扣稅之暫時差額確認。倘暫時差額源自商譽或初步確認不影響應課稅溢利或會計溢利之交易（業務合併除外）中資產及負債，則不會確認該等遞延稅項資產及負債。

遞延稅項負債乃按於附屬公司之投資所產生應課稅暫時差額確認，惟若本集團可控制暫時差額之撥回，且暫時差額有可能於可見將來不會撥回之情況除外。從與該等投資相關的可扣除暫時差額產生的遞延稅項資產只有達到一定的程度才可確認，即有足夠的應課稅溢利來抵銷能夠利用暫時差額利益並預期於可預見將來撥回。

遞延稅項資產之賬面值於各報告期末檢討，並於可能不再有足夠應課稅溢利收回該項資產全部或部分之情況下調減。

遞延稅項資產及負債是按預期於償還負債或變現資產期間使用的稅率計算，基於報告期末前已實施或實質上已實施的稅率（及稅法）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Property, plant and equipment

Property, plant and equipment including leasehold land and buildings (classified as finance leases) held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to allocate the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 重要會計政策 (續)

稅項 (續)

遞延稅項負債和資產的計量反映報告期末按本集團預期收回或結算資產和負債的賬面值而將引致的稅務影響。

即期及遞延稅項在損益內確認，除了涉及需要在其他全面收益中或直接在權益中確認的專項目，在這種情況下，即期及遞延稅項亦在其他全面收益中或直接在權益中確認。

物業、廠房及設備

物業、廠房及設備，包括用於生產或商品或服務供應或以管理為目的之租賃土地及樓宇（分類為融資租賃），按成本扣減其後累計折舊及累計減值虧損（如有）列入綜合財務狀況表內。

物業、廠房及設備項目：按其估計可使用年期，經扣除其剩餘價值後以直線法確認折舊以分配成本。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，而任何估計變動的影響按預期基準入賬。

物業、廠房及設備項目乃於出售後或預期持續使用該資產將不會產生未來經濟利益時取消確認。出售或停止使用物業、廠房及設備項目所產生之任何損益乃按出售所得款項與資產賬面值之差額計算，並於損益表內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Properties under development

Properties under development are stated at the lower of cost and net realisable value.

Cost comprises the costs of land use rights, construction costs, borrowing costs capitalised and other direct development expenditure.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to completion and applicable selling expenses.

On completion, the properties are transferred to properties held for sale at their carrying values on the date of transfer.

Properties held for sale

Properties held for sale are stated at the lower of cost and net realisable value. Cost is determined by apportionment of the total land and development costs attributable to the completed properties.

3. 重要會計政策 (續)

在建物業

在建物業按成本及可變現淨值兩者中的較低者列賬。

成本包括土地使用權成本、建築成本、資本化借貸成本及其他直接發展開支。

可變現淨值是按於日常業務過程中估計售價減去估計完成成本及適用之銷售開支計算。

於物業竣工時，該物業於轉撥日期按其賬面值轉撥至持作出售物業。

持作出售物業

持作出售物業按成本及可變現淨值兩者中的較低者列賬。成本按該等竣工物業應佔總土地及開發成本之比例釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits as defined above.

Bank deposit which is restricted to its use with a maturity of more than three months is included in “restricted bank deposit”. Restricted bank deposit is excluded from cash and cash equivalents in the consolidated statement of cash flows.

Investments in subsidiaries

Investments in subsidiaries are stated on the statement of financial position of the Company at cost less accumulated impairment loss.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3. 重要會計政策 (續)

現金及現金等價物

綜合財務狀況表內銀行結存及現金包括銀行及手頭現金及到期日為三個月或以下的短期存款。就綜合現金流量表而言，現金及現金等價物包括上文所定義之現金及短期存款。

僅限於其用途且到期日超過三個月的銀行存款列入「有限制銀行存款」。有限制銀行存款不列入綜合現金流量表中的現金及現金等價物內。

附屬公司之投資

附屬公司之投資於本公司之財務狀況表內，按成本扣除累計減值虧損列賬。

財務工具

當一間集團實體成為有關工具合約條文之訂約方時，財務資產及財務負債於綜合財務狀況表內確認。

財務資產及財務負債首先以公允值計量。首次確認時，因收購或發行財務資產及財務負債（按公允值計入損益之財務資產或財務負債除外）產生之直接交易成本將視乎情況加入或扣除自財務資產或財務負債之公允值。收購按公允值計入損益之財務資產或財務負債產生之直接交易成本，即時在損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets

Financial assets are classified into the following categories, including financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale ("AFS") financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

3. 重要會計政策 (續)

財務工具 (續)

財務資產

財務資產分為以下類型，包括按公允值計入損益（「按公允值計入損益」）之財務資產、貸款及應收款項及可供出售（「可供出售」）財務資產。有關分類取決於財務資產之性質及目的，並於初步確認時釐定。所有財務資產之日常買賣，於交易日確認及終止確認。日常買賣乃指購買或出售根據有關市場規則或慣例設定之時限內交付之財務資產。

實際利率法

實際利率法是一種計算債務工具的攤銷成本及於有關期間攤分利息收入的方法。實際利率乃將估計日後現金收入（包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他溢價或折價）按債務工具之預期使用年期，或較短期間（倘適用）實際貼現至初步確認之賬面淨值之利率。

債務工具之利息收入乃按實際利率基準確認，惟該等分類為按公允值計入損益之財務資產除外，其利息收入計入收益或虧損淨額。

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綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Financial assets at FVTPL has two subcategories, including financial assets held for trading and those designated as at FVTPL on initial recognition.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise and included in administrative expenses or other operating income in the consolidated statement of profit or loss. Fair value is determined in the manner described in note 8.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, restricted bank deposit, pledged bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

3. 重要會計政策 (續)

財務工具 (續)

財務資產 (續)

按公允值計入損益之財務資產

按公允值計入損益之財務資產分為兩類，包括持作交易之財務資產及於初步確認時被指定為按公允值計入損益之財務資產。

倘財務資產屬下列情況，則分類為持作交易：

- 購入之主要目的為於近期出售；或
- 初步確認時，是一組已確定之財務工具之一部分，由本集團集合管理，且有一個最近之短期獲利回吐實際格局；或
- 是一個衍生工具，並非指定為和有效之對沖工具。

按公允值計入損益之財務資產均以公允值計量，於產生期內重新計量產生之公允值變動直接於損益中確認並計入綜合損益表內之行政費用或其他營運收入。公允值乃按附註8所述之方式釐定。

貸款及應收賬款

貸款及應收款項為附帶固定或可釐定付款之非衍生財務資產，而其在活躍市場並無報價。繼初步確認之後，貸款及應收款項（包括貿易及其他應收款項、有限制銀行存款、已抵押銀行存款以及銀行結存及現金）均以實際利率法按攤銷成本計量後扣除任何已識別減值虧損（見下文有關財務資產減值虧損之會計政策）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

AFS financial assets

AFS financial assets are non-derivatives that are either designated as AFS or are not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments. The Group designated investments in unlisted equity securities as AFS financial assets on initial recognition of those items.

AFS equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see accounting policy in respect of impairment of financial assets below).

Impairment loss on financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For AFS equity investments, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

3. 重要會計政策 (續)

財務工具 (續)

財務資產 (續)

可供出售財務資產

可供出售財務資產乃指定為可供出售或並無分類為按公允值計入損益之財務資產、貸款及應收款項或持有至到期投資之非衍生工具。本集團於初步確認該等項目時指定非上市股本證券之投資為可供出售財務資產。

就並無交投活躍市場所報市價及公平值不能可靠計量的可供出售權益投資及與該等無報價權益投資掛鈎且須透過交付該類無報價權益投資作結算的衍生工具，於各報告期末按成本扣除任何已識別減值虧損計量（見下文有關財務資產減值之會計政策）。

財務資產減值虧損

除按公允值計入損益者外，財務資產均於各報告期末進行檢討評估是否出現減值跡象。財務資產在初步確認後，當有客觀證據證明當一個或多個事件發生，對財務資產的估計未來現金流量有所影響，財務資產將被視作減值。

就可供出售權益投資而言，如該投資之公允值顯著或持續下降至低於其成本，可被視為減值客觀證據。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment loss on financial assets (Continued)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade and other receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

3. 重要會計政策 (續)

財務工具 (續)

財務資產 (續)

財務資產減值虧損 (續)

就所有其他財務資產而言，減值客觀證據包括：

- 發行人或交易對方出現重大財務困難；或
- 違反合約，如拖欠或無力支付利息及本金；或
- 借款方有可能破產或展開債務重組；或
- 由於財務困難，財務資產不再有活躍市場。

就貿易及其他應收款項等若干類別財務資產而言，個別評估時獲評為未有減值之資產另外將進行集體減值評估。有關應收款項組合減值之客觀證據可包括本集團過往收取款項之經驗、組合內延遲付款超逾平均信貸期之次數增加，以及與拖欠應收款項相關之國家或本地經濟狀況顯著變動。

就按攤銷成本入賬之財務資產而言，已確認之減值虧損金額為資產之賬面值與按財務資產之原實際利率折現後之估計未來現金流量之現值兩者之間的差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment loss on financial assets (Continued)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade or other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on AFS equity investments will not be reversed through profit or loss.

3. 重要會計政策 (續)

財務工具 (續)

財務資產 (續)

財務資產減值虧損 (續)

就按成本入賬之財務資產而言，減值虧損之金額計算為資產之賬面值及估計未來現金流量的現值（以當前市場類似之財務資產回報率進行折現）的差額。該等減值虧損將不會於往後期間撥回。

所有財務資產減值虧損會直接於財務資產賬面值中作出扣減，惟貿易及其他應收款項則除外，其賬面值會透過採用撥備賬作出扣減。撥備賬之賬面值變動會於損益內確認。當貿易或其他應收款項被視為不可收回時，於撥備賬內撇銷。其後收回之過往撇銷款項將計入損益。

倘可供出售財務資產被視為減值，則過往於其他全面收益確認之累計收益或虧損將於減值出現期間重新分類至損益。

就以攤銷成本列值之財務資產而言，倘減值虧損款額於其後期間減少，而有關減少與確認減值後發生之事項客觀相關，則早前確認之減值虧損將透過損益撥回，惟投資於減值撥回當日之資產賬面值不得超出並無確認減值應有之攤銷成本。

可供出售權益投資的減值損失不會透過損益撥回。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

The Group's financial liabilities are classified into other financial liabilities.

Other financial liabilities

Other financial liabilities including trade and other payables, consideration payable, amount due to a director and secured bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

3. 重要會計政策 (續)

財務工具 (續)

財務負債及股本工具

集團實體所發行債務及股本工具乃根據合約安排之內容及財務負債和股本工具之定義分類為財務負債或股本。

本集團之財務負債分類至其他財務負債。

其他財務負債

其他財務負債(包括貿易及其他應付款項、應付代價、應付董事款項及有抵押銀行借款)乃隨後採用實際利率法按已攤銷成本計量。

實際利率法

實際利率法乃計算財務負債的攤銷成本及按相關期間攤分利息開支的方法。實際利率乃按財務負債的預計年期或適用的較短期間,準確貼現估計未來現金付款(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他溢價或折價)至初步確認之賬面淨值的利率。

利息開支乃按實際利率基準確認。

股本工具

股本工具為證明於一間實體之資產經扣除其所有負債後之資產剩餘權益之任何合約。本公司發行之股本工具乃以已收所得款項扣除直接發行成本確認。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

A financial guarantee contract issued by the Group and not designated as at FVTPL is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the revenue recognition policy.

Derecognition

A financial asset is derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

A financial liability is derecognised when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 重要會計政策 (續)

財務工具 (續)

財務擔保合約

財務擔保合約為一種合約，規定發行人作出特定付款，以償付持有人因特定債務人無法支付到期款項而蒙受之虧損，按債務工具之原有或經修訂條款償付。

本集團已發行及並非指定為按公允值計入損益之財務擔保合約，初步以其公允值減發行財務擔保合約之直接應佔交易成本確認。於初步確認後，本集團按：(i)根據香港會計準則第37號撥備、或然負債及或然資產釐定之合約項下責任金額；及(ii)根據收益確認政策以初步確認金額減累計攤銷（如適用）後的金額（以較高者為準），計量財務擔保合約。

終止確認

僅於資產現金流量之合約權利屆滿時，或將財務資產及其所有權之絕大部分風險及回報轉讓予另一實體時，財務資產方會終止確認。

於全面終止確認財務資產時，該項資產賬面值與已收及應收代價及於其他全面收益中確認及於權益中累計的累計盈虧的兩者差額會於損益內確認。

當且僅當本集團的責任獲解除、獲註銷或屆滿時，財務負債方會終止確認。被終止確認的財務負債的賬面值與已付及應付代價兩者的差額於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Share-based payment transactions

Equity-settled share-based payment transactions

The fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

Impairment losses on tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating unit, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

3. 重要會計政策 (續)

以股份為基礎的支付交易

以權益結算以股份為基礎的支付交易

所獲服務之公允值乃參考授出日期已授出購股權之公允值釐定，於歸屬期間按直線法支銷，權益（購股權儲備）相應增加。

於各報告期末，本集團修訂其預期最終歸屬之購股權數目。期內修訂原先估計之影響（如有）乃於損益內確認（以令累計開支反映經修訂估計），並對購股權儲備作出相應調整。

就於授出日即時歸屬之購股權而言，所授購股權之公允值即時於損益列為開支。

當購股權於歸屬日期後遭沒收或於屆滿日仍未獲行使，則過往於購股權儲備中確認之金額將轉撥至保留盈利。

有形資產減值虧損

本集團於各報告期末檢討其有形資產之賬面值，以釐定其資產是否可能已出現減值虧損跡象。倘出現有關跡象，則會估計該資產之可收回金額，以釐定減值虧損（如有）程度。倘無法估計單一資產之可收回金額，本集團會估計該資產所屬現金產生單位之可收回金額。倘可識別合理及一貫之分配基準，企業資產亦會被分配至個別現金產生單位，否則或會被分配至可合理地及按一貫分配基準而識別之最小現金產生單位中。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment losses on tangible assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or the cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately in profit or loss.

Fair value measurement

When measuring fair value except for the Group's share-based payment transactions, leasing transactions, net realisable value of properties under development and properties held for sale, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

3. 重要會計政策 (續)

有形資產減值虧損 (續)

可收回金額是公允值減去出售成本與使用價值兩者中之較高者。在評估使用價值時，估計未來現金流量乃以可反映當時市場對貨幣時間價值及資產特有風險評估（估計未來現金流量尚未就此作出調整）的除稅前貼現率貼現至現值。

倘某項資產（或現金產生單位）之可收回金額估計低於其賬面值，則該項資產（或現金產生單位）之賬面值須減低至其可收回金額。減值虧損即時於損益內確認。

倘減值虧損隨後撥回，則該項資產（或現金產生單位）之賬面值乃增至其可收回金額之經修訂估計，惟已增加之賬面值不得超過於過往年度資產（或現金產生單位）並無確認任何減值虧損時釐定之賬面值。減值虧損即時於損益內確認為收益。

公允值計量

於計量公允值（不包括本集團以股份為基礎的支付交易、租賃交易、在建物業及持作出售物業之可變現淨值）時，本集團會考慮市場參與者於計量當日對資產或負債定價時所考慮之資產或負債特徵。

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3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Fair value measurement (Continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

3. 重要會計政策 (續)

公允值計量 (續)

非財務資產之公允值計量計入市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

本集團使用適用於不同情況且具備充分數據以供計量公允值之估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。具體而言，本集團根據輸入數據之特徵，將公允值計量分類為以下三個等級：

- 第一級 – 相同資產或負債於活躍市場之市場報價 (未經調整)。
- 第二級 – 對公允值計量而言屬重大之直接或間接觀察最低層輸入數據之估值方法。
- 第三級 – 對公允值計量而言屬重大之不可觀察最低層輸入數據之估值方法。

於報告期末，本集團透過審閱資產及負債各自之公允值計量，釐定按公允值計量之資產及負債之公允值等級之間是否存在經常性轉撥。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and associated assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Depreciation and useful life of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account their estimated residual values. The determination of the useful lives and residual values involve management's estimation based on historical experience. The Group assesses annually the residual value and the useful life of the property, plant and equipment and if the expectation differs from the original estimate, such a difference may impact the depreciation in the year and the estimate will be changed in the future period.

4. 估計不明朗因素的主要來源

於應用本集團的會計政策（如附註3所述）時，本公司董事須對未能即時自其他來源取得的資產及負債賬面值作出判斷、估計及假設。估計及有關假設乃以過往經驗及被視為相關的其他因素為基礎。實際結果可能會與該等估計有所不同。

估計及相關假設乃按持續基準審閱。會計估計的修訂乃於估計被修訂的期間（倘修訂僅影響該期間），或於修訂期間及未來期間（倘修訂影響本期間及未來期間）確認。

以下為有關未來之主要假設及於報告期末估計不明朗因素之其他主要來源，彼等可能有重大風險導致下個財政年度內之資產及負債之賬面值作出重大調整。

物業、廠房及設備的折舊及可使用年限

考慮到物業、廠房及設備的估計剩餘價值後以直線方法按估計可使用年限計提折舊。在釐定可用年期和剩餘價值涉及管理層根據以往經驗的估計。本集團每年評估物業、廠房及設備的剩餘價值和可用年期，如果期望不同於原先的估計，這種差異可能影響年內之折舊並在日後期間改變估計。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment loss recognised in respect of property, plant and equipment

The impairment loss for property, plant and equipment are recognised for the amounts by which the carrying values exceed their recoverable amounts, in accordance with the Group's accounting policy. The recoverable amounts of property, plant and equipment have been determined based on value-in-use calculations. These calculations require the use of estimates such as the future revenue and discount rates. As at 31 December 2016, the carrying values of property, plant and equipment of the Group was approximately RMB19,359,000 (2015: RMB19,144,000). No impairment was provided for both years.

PRC land appreciation tax

The Group is subject to land appreciation tax in the PRC. The provision of the land appreciation tax is based on management's best estimates according to the understanding of the requirements set forth in the relevant PRC tax laws and regulations. The actual land appreciation tax liabilities are subject to the determination by the tax authorities upon the completion of the property development projects. The Group has not finalised its land appreciation tax calculation with the tax authorities for its property development projects. The final outcome could be different from the amounts that were initially recorded. At 31 December 2016, the carrying amount of land appreciation tax recoverable included in income tax recoverable was approximately RMB12,155,000 (2015: RMB18,455,000). For the year ended 31 December 2016, the provision of land appreciation tax included in income tax expense was approximately RMB20,342,000 (2015: nil).

4. 估計不明朗因素的主要來源 (續)

物業、廠房及設備之已確認減值虧損

根據本集團之會計政策，就物業、廠房及設備之賬面值超過彼等之可收回金額之金額，確認物業、廠房及設備之減值虧損。物業、廠房及設備之可收回金額乃根據使用價值計算予以釐定。該等計算要求使用估計，如未來收益及貼現率。於二零一六年十二月三十一日，本集團物業、廠房及設備之賬面值約為人民幣19,359,000元（二零一五年：人民幣19,144,000元）。該兩個年度內概無計提減值撥備。

中國土地增值稅

本集團須支付中國的土地增值稅。土地增值稅之撥備乃基於管理層根據相關中國稅務法律及法規之規定之理解所作出之最佳估計。實際土地增值稅項負債需待物業發展項目完成後由稅務當局決定。本集團尚未向稅務當局落實其物業發展項目之土地增值稅計算。最後結果可能與最初記錄金額有所不同。於二零一六年十二月三十一日，計入可收回所得稅之可收回土地增值稅之賬面值為約人民幣12,155,000元（二零一五年：人民幣18,455,000元）。截至二零一六年十二月三十一日止年度，計入所得稅開支之土地增值稅之撥備為約人民幣20,342,000元（二零一五年：無）。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Estimated net realisable value of properties under development

In determining whether allowances should be made to the Group's properties under development, the directors of the Company take into consideration the current market environment and the estimated market value (i.e. the estimated selling price less estimated costs to sell) less estimated costs to completion of the properties. An allowance is made if the estimated market value is less than the carrying amount. If the actual net realisable value of properties under development is less than expected as a result of a change in market condition and/or significant variation in the budgeted development cost, material provision for impairment losses may result. At 31 December 2016, the carrying amount of properties under development was approximately RMB354,831,000 (2015: RMB1,441,992,000). No impairment was provided for both years.

Estimated net realisable value of properties held for sale

The management of the Group determines the net realisable value of properties held for sale by using prevailing market data such as most recent sales transactions and internal estimates of cost based on quotes from contractors. These estimates require judgement as to the anticipated sale prices by reference to recent sales transactions in nearby locations, rate of new property sales, marketing costs (including price discounts required to stimulate sales), the legal and regulatory framework and general market conditions. If the actual net realisable value of properties held for sale are less than expected as a result of change in market condition, material provision for impairment losses may result. At 31 December 2016, the carrying amount of properties held for sale was approximately RMB891,580,000 (2015: nil). No impairment was provided for both years.

4. 估計不明朗因素的主要來源 (續)

在建物業之估計可變現淨值

在確定是否應向本集團的在建物業作出撥備時，本公司董事會考慮目前市場環境和估計市場價值（即估計售價減去估計銷售成本）減估計完成物業之成本。如果估計市場價值低於賬面值需作出撥備。如果在建物業的實際可變現淨值由於市場條件的變化及／或重大偏離預算開發成本而低於預期，需作出重大減值虧損撥備。於二零一六年十二月三十一日，在建物業的賬面值為約人民幣354,831,000元（二零一五年：人民幣1,441,992,000元）。該兩個年度內概無計提減值撥備。

持作出售物業之估計可變現淨值

本集團管理層透過使用最近銷售交易等當前市場數據及基於承建商報價所作之內部成本估計，釐定持作出售物業之可變現淨值。該等估計須透過參考鄰近位置之近期銷售交易、新物業銷售率、市場推廣成本（包括促銷所需之價格折扣）、法律及規管架構及一般市況判斷預期售價。倘持作出售物業之實際可變現淨值由於市況變化而低於預期，則或會作出重大減值虧損撥備。於二零一六年十二月三十一日，持作出售物業之賬面值為約人民幣891,580,000元（二零一五年：無）。該兩個年度內概無計提減值撥備。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment loss recognised in respect of trade and other receivables

The Group performs ongoing credit evaluations of its customers and adjusts credit limits based on payment history and the customer's current credit-worthiness, as determined by the review of their current credit information. The Group continuously monitors collections and payments from its customers and maintains a provision for estimated credit losses based upon its historical experience. Credit losses have historically been within the Group's expectations and the Group will continue to monitor the collections from customers and maintain an appropriate level of estimated credit losses. At 31 December 2016, the carrying amount of trade and other receivables was approximately RMB138,068,000 (2015: RMB56,944,000), net of accumulated impairment loss of approximately RMB3,726,000 (2015: RMB3,538,000).

Fair value of financial guarantees

The fair values of financial guarantees that are measured using trinomial option pricing model based on the valuation performed by independent professional valuers. In determining the fair value, the valuers consider that the financial guarantees are similar in nature to an american style put option, and thus adopted trinomial option pricing model to determine the fair value of the financial guarantees. The key inputs to this model include the prevailing market price, the strike price, time (in years) before expiry of the option at the valuation date, the risk free interest rate and the market volatility of the underlying assets. When relying on the valuation report, the directors of the Company have exercise judgement and are satisfied that the assumptions used in the valuation reflect market condition. Changes to these assumptions would result in changes in the fair values of the Group's financial guarantees and the corresponding adjustments to the amount of liability reported in the consolidated financial statements.

4. 估計不明朗因素的主要來源 (續)

貿易及其他應收款項之已確認減值虧損

本集團對其客戶持續進行信用評估，並根據付款記錄及客戶當前之信貸情況（通過審核其當前信貸資料而釐定）調整信用額度。本集團持續監察收款及其客戶之付款情況，並根據過往經驗保持一定撥備以應付預計之信貸虧損。信貸虧損一直符合本集團預期，本集團將持續監察向客戶收款之情況，以及保持適當之估計信貸虧損水準。於二零一六年十二月三十一日，貿易及其他應收款項之賬面值為約人民幣138,068,000元（二零一五年：人民幣56,944,000元），扣除累計減值虧損約人民幣3,726,000元（二零一五年：人民幣3,538,000元）。

財務擔保之公允值

財務擔保之公允值乃根據獨立專業估值師進行之估值按三項式期權定價模式計算。於釐定公允值時，估值師認為財務擔保之性質類似於美式認沽期權，因而採用三項式期權定價模式釐定財務擔保之公允值。該模型之主要輸入數據包括相關資產之現行市價、行使價、期權於估值日期到期前的時間（年度）、無風險利率及市場波動性。於依賴估值報告的同時，本公司董事已自行作出判斷，並信納估值所用之假設能反映市況。該等假設之變動會導致本集團財務擔保公允值之變動，並對綜合財務報表所呈報負債金額作出相應調整。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

At 31 December 2016, the Group had unused tax losses of approximately RMB39,814,000 (2015: RMB59,240,000) available for offset against future profits. Based on management's estimate on the future profit stream of group entities, a deferred tax asset of approximately RMB3,034,000 (2015: RMB5,996,000) in relation to these unused tax losses has been recognised in the Group's consolidated statement of financial position.

4. 估計不明朗因素的主要來源 (續)

所得稅

本集團須繳納若干司法管轄區的所得稅。釐定所得稅撥備時需要作出重大估計。許多交易及計算所涉及的最終稅項未能於日常業務明確釐定。倘該等事件的最終稅務結果與初始記錄的金額不同，該等差額將影響作出有關釐定期間的所得稅及遞延稅撥備。

於二零一六年十二月三十一日，本集團有未動用稅項虧損約人民幣39,814,000元（二零一五年：人民幣59,240,000元）可用作抵銷未來溢利。根據管理層對集團實體未來溢利來源之估計，有關未動用稅項虧損之遞延稅項資產約人民幣3,034,000元（二零一五年：人民幣5,996,000元）已於本集團綜合財務狀況表內確認。

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5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes secured bank borrowings as disclosed in note 30, net of restricted bank deposit as disclosed in note 25, pledged bank deposits and bank balances and cash as disclosed in note 26 and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors of the Company, the Group will balance its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt.

6. FINANCIAL INSTRUMENTS

Categories of financial instruments

5. 資本風險管理

本集團資本管理旨在為確保本集團實體能持續經營業務，並透過更完善平衡債務及權益，為股東帶來最大回報。本集團之整體戰略與上年度維持不變。

本集團之資本結構包括債務淨額（包括於附註30披露之有抵押銀行借款，扣除於附註25披露之有限制銀行存款，於附註26披露之已抵押銀行存款及銀行結存及現金以及本公司之擁有人應佔權益（由已發行股本及儲備組成）。

本公司董事定期檢討資本架構。作為此檢討之一部分，本公司董事考慮資本之成本及與各類別股本相關之風險。根據本公司董事之推薦，本集團將透過發行新股以及發行新債務或贖回現有債務而達致整體資本架構之平衡。

6. 財務工具

財務工具類別

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Financial assets	財務資產		
Available-for-sale investments	可供出售投資	-	-
FVTPL – held-for-trading investments	按公允值計入損益 — 持作交易用途之投資	40	42
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等價物)	112,673	112,641
		112,713	112,683
Financial liabilities	財務負債		
Amortised cost	攤銷成本	285,600	425,390

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include available-for-sale investments, trade and other receivables, held-for-trading investments, restricted bank deposit, pledged bank deposits, bank balances and cash, trade and other payables, amount due to a director, consideration payable and secured bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) Currency risk

One subsidiary of the Company has foreign currency sales and purchases, which expose the Group to foreign currency risk. Approximately 100% (2016: nil) of the Group's sales for the year ended 31 December 2015 are denominated in currencies other than the functional currency of the group entity making the sales, whilst almost 100% (2016: nil) of costs for the year ended 31 December 2015 are denominated in currencies other than the group entity's functional currency.

The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

7. 財務風險管理目標及政策

本集團之主要財務工具包括可供出售投資、貿易及其他應收款項、持作交易用途之投資、有限制銀行存款、已抵押銀行存款、銀行結存及現金、貿易及其他應付款項、應付董事款項、應付代價及有抵押銀行借款。財務工具之詳情於各相關附註披露。有關該等財務工具之風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。如何減輕該等風險之政策載列如下。管理層會管控該等風險承擔，確保適時有效地實施適當措施。

市場風險

(i) 貨幣風險

本公司一家附屬公司擁有外幣買賣業務，令本集團面對外匯風險。截至二零一五年十二月三十一日止年度本集團約100%銷售（二零一六年：無）以進行銷售的集團實體的功能貨幣以外的貨幣計值，截至二零一五年十二月三十一日止年度約100%（二零一六年：無）之成本為以集團實體功能貨幣以外的貨幣計值。

現時，本集團並無任何外幣對沖政策。然而，管理層監察外匯風險，並於必要時考慮對沖重大外匯風險承擔。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

The carrying amounts of the Group's monetary assets and monetary liabilities (included in bank balances and cash, trade and other receivables and trade and other payables) denominated in currencies other than the respective functional currencies of the relevant group entities at the reporting date are as follows:

		United States dollar ("US\$") 美元(「美元」)	
		2016 二零一六年	2015 二零一五年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Assets	資產	52,964	14,334
Liabilities	負債	56,384	12,159

Sensitivity analysis

The functional currencies of the respective group entities are HK\$. As HK\$ is pegged to US\$, the Group does not expect any significant movements in US\$/HK\$ exchange rates. In the opinion of the directors of the Company, the foreign currency sensitivity analysis does not give additional value in view of insignificant movement in the US\$/HK\$ exchange rates.

7. 財務風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

於報告日期以相關集團實體各自功能貨幣以外之貨幣計值之本集團貨幣資產及貨幣負債(計入銀行結存及現金、貿易及其他應收款項以及貿易及其他應付款項)之賬面值如下:

敏感度分析

各集團實體之功能貨幣為港幣。由於港幣與美元掛鈎，本集團預期美元兌港幣之匯率不會發生任何重大變動。本公司董事認為，鑑於美元兌港幣之匯率波動不大，外幣敏感度分析並無提供額外價值。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Market risk (Continued)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate secured bank borrowings (see note 30). The Group currently does not have an interest rate hedging policy. However, the management of the Company monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

The interest income is derived from the Group's current and fixed deposits that carry interest at the respective banking deposit rate of the banks located in the PRC and Hong Kong.

The Group's cash flow interest rate risk relates primarily to variable-rate bank deposits (see note 25 and note 26 for details of these deposits), variable-rate secured borrowings (see note 30 for details of these borrowings) and receipt in advance from sales of raw sugar (see note 27 for details of this receipt in advance). It is the Group's policy to keep its borrowings at floating rate of interests so as to minimise the fair value interest rate risk.

The Group's bank deposits are short-term in nature and the exposure of the interest rate risk is minimal and no sensitivity to interest rate risk is presented.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the Hong Kong Interbank Offered Rate ("HIBOR").

Sensitivity analysis

At 31 December 2016, it is estimated that a general 50 basis point (2015: 50 basis point) increase or decrease in interest rates, with all other variables held constant, would decrease (2015: increase) or increase (2015: decrease) the Group's profit (2015: loss) for the year by approximately RMB292,000 (2015: RMB21,000).

7. 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險

本集團面臨與固定利率有抵押銀行借款有關的公允值利率風險(見附註30)。本集團現時並無利率對沖政策。然而,本公司管理層會監控利率風險並將在預料重大利率風險時考慮採取其他必要行動。

利息收入主要來自本集團之活期及定期存款之利息,有關利率為於中國及香港之銀行存款利率。

本集團之現金流量利率風險主要與可變利率銀行存款(該等存款詳情見附註25及附註26)及可變利率有抵押借款(該等借款詳情見附註30)及來自原糖銷售之預收款項(該預收款項詳情見附註27)有關。本集團之政策保持以浮動利率借貸,從而盡量減低其公允值利率風險。

本集團之銀行存款為短期性質,本集團面對之利率風險甚微而且並無利率風險敏感度呈報。

本集團就財務負債面對之利率風險已於本附註流動資金風險管理部分中詳述。本集團之現金流量利率風險主要集中來自香港銀行同業拆息利率(「香港銀行同業拆息利率」)波動。

敏感度分析

於二零一六年十二月三十一日,估計利率每上升或下降50個基點(二零一五年:50個基點)而所有其他變數不變,會使本集團之年度溢利(二零一五年:虧損)減少(二零一五年:增加)或增加(二零一五年:減少)約人民幣292,000元(二零一五年:人民幣21,000元)。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Sensitivity analysis (Continued)

The above sensitivity analysis has been determined assuming that a change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The 50 basis point increase or decrease represents directors' assessment of a reasonably possible change in interest rates. The analysis was performed on the same basis for the year ended 31 December 2015.

(iii) Other price risk

The Group is exposed to equity price risk through its investment in listed equity securities. The Group's exposure to other price risk for investment in listed equity securities is minimal and no sensitivity analysis to other price risk is presented.

Credit risk

At 31 December 2016 and 2015, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to the failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group reviews the recoverable amount of each individual trade and other receivables at the end of each reporting period to ensure that adequate impairment losses have been made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is all in the PRC including Hong Kong.

7. 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險 (續)

敏感度分析 (續)

上述敏感度分析乃假設利率變動於報告期末發生而釐定，並應用於該日存在之財務工具之利率風險承擔。50個基點上升或下降代表董事對利率合理可能變動之評估。分析乃按與截至二零一五年十二月三十一日止年度相同之基準進行。

(iii) 其他價格風險

本集團因其於上市股本證券投資而面對股本價格風險。本集團面對上市股本證券投資之其他價格風險甚微而且並無其他價格風險敏感度分析呈報。

信貸風險

於二零一六年及二零一五年十二月三十一日，本集團因對手方未能履行責任而可能面臨財務虧損的最高信貸風險，乃因綜合財務狀況表中所述各項已確認財務資產的賬面值而產生。

本集團於各報告期末審閱各個別貿易及其他應收款項之可收回金額，以確保對不可收回金額已作出足夠減值虧損。就此，本公司董事認為本集團之信貸風險已大幅減少。

本集團之集中信貸風險（按地域計算）全部來自中國（包括香港）。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

At 31 December 2015, the Group has concentration of credit risk as 100% (2016: nil) and 100% (2016: nil) of the total trade receivables was due from the Group's largest customer and the five largest customers, respectively.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies and authorised banks in the PRC with high-credit ratings.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As at 31 December 2016, the Group has available utilised banking facilities of approximately RMB9,851,000 (2015: RMB9,353,000).

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise the rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

7. 財務風險管理目標及政策 (續)

信貸風險 (續)

二零一五年十二月三十一日，本集團就應收本集團之最大客戶及五大客戶之貿易應收款項總額之集中信貸風險各自分別為100% (二零一六年：無)及100% (二零一六年：無)。

因交易對手為獲國際信貸評級機構評為高級信貸評級之銀行及於中國有高級信貸評級之已授權銀行，本集團流動資金之信貸風險有限。

流動資金風險

在管理流動資金風險的過程中，本集團會監控並維持管理層認為足夠的現金及現金等價物，以為本集團的營運提供資金並降低現金流量波動的影響。管理層會監控銀行借款之利用及確保貸款契約之遵從。

本集團依靠銀行借款作為流動資金之主要來源。於二零一六年十二月三十一日，本集團有可動用之銀行信貸約人民幣9,851,000元 (二零一五年：人民幣9,353,000元)。

下表詳細列明本集團非衍生財務負債餘下的合約到期期限。該表乃按本集團須付款的最早日日期並以財務負債中的未貼現現金流量為基準編製。尤其是，具有按要求償還條款的銀行貸款已計入最早時段 (無論銀行是否有可能選擇行使其權利)。其他非衍生財務負債的到期日乃根據協定償還日期釐定。

該表載列了利息及本金現金流量。在利息流按浮動利率計息的前提下，未貼現金額乃自報告期末的利率曲線得出。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

Liquidity tables

7. 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表

At 31 December 2016
於二零一六年十二月三十一日

		On demand or within 1 year 按要求 或一年內 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過一年 但兩年內 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現之 現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Non-derivative financial liabilities	非衍生財務負債				
Trade and other payables	貿易及其他應付款項	133,113	–	133,113	131,959
Consideration payable	應付代價	16,942	–	16,942	16,942
Amount due to a director	應付董事款項	3,160	–	3,160	3,160
Secured bank borrowings	有抵押銀行借款	140,077	–	140,077	133,539
Financial guarantee contracts	財務擔保合約	535,979	–	535,979	–
		829,271	–	829,271	285,600

At 31 December 2015
於二零一五年十二月三十一日

		On demand or within 1 year 按要求 或一年內 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過一年 但兩年內 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現之 現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
Non-derivative financial liabilities	非衍生財務負債				
Trade and other payables	貿易及其他應付款項	27,615	–	27,615	27,615
Consideration payable	應付代價	19,042	–	19,042	19,042
Secured bank borrowings	有抵押銀行借款	266,875	130,800	397,675	365,079
Liabilities associated with assets classified as held for sale	有關分類為持作出售之 資產負債	13,654	–	13,654	13,654
Financial guarantee contracts	財務擔保合約	316,861	–	316,861	–
		644,047	130,800	774,847	425,390

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

Bank borrowings with a repayment on demand clause are included in the "on demand or within 1 year" time band in the above maturity analysis. At 31 December 2016, the aggregate undiscounted principal amounts of the bank borrowing amounted to approximately RMB5,479,000 (2015: RMB5,079,000). Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank loans will be repaid in five (2015: four) years after the reporting date in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to approximately RMB5,846,000 (2015: RMB5,275,000). A maturity analysis on the bank borrowing subject to repayment on demand clause based on scheduled repayments is presented as follow:

		Less than 1 year 一年內 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過一年 但兩年內 RMB'000 人民幣千元	More than 2 years but less than 5 years 超過兩年 但五年內 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現之 現金流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
As at 31 December 2016	二零一六年十二月三十一日	1,350	1,350	3,146	5,846	5,479
As at 31 December 2015	二零一五年十二月三十一日	1,406	1,406	2,463	5,275	5,079

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

7. 財務風險管理目標及政策 (續)

流動資金風險 (續)

具有可按要求償還條款之銀行借款均計入上述到期日分析「按要求或一年內」之時間範圍內。於二零一六年十二月三十一日，銀行借款之未貼現本金額分別合共約為人民幣5,479,000元（二零一五年：人民幣5,079,000元）。計及本集團之財務狀況後，本公司董事不相信銀行可能行使其要求即時還款之酌情權。本公司董事相信，該等銀行貸款將於報告日期後五年（二零一五年：四年）內根據貸款協議所載預定還款日期償還。屆時，本金總額及利息現金流出將合共約為人民幣5,846,000元（二零一五年：人民幣5,275,000元）。按照計劃受限於按要求償還條款之銀行借款之到期日分析如下：

上述計入財務擔保合約之金額為本集團在倘擔保交易對方申索有關金額之情況下根據完全擔保金額安排可能須結清之最高金額。根據於報告期末之預期，本集團認為有關金額更有可能毋須根據該安排支付。然而，此項估計視乎交易對方根據擔保作出申索之可能性而可予變動，而作出申索之可能性則取決於交易對方所持獲擔保財務應收款項蒙受信貸虧損之可能性。

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7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

8. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period for recurring measurement, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

7. 財務風險管理目標及政策 (續)

流動資金風險 (續)

倘浮息利率之變動有別於報告期末釐定之估計利率變動，上述非衍生財務負債浮息工具之金額或會出現變動。

8. 財務工具之公允值計量

下表提供各報告期末按公允值計量的財務工具分析，以便進行經常性計量，其可根據本集團之會計政策按可觀察公允值程度分為一至三級。

		At 31 December 於十二月三十一日	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
		Level 1 第一級	
Financial asset	財務資產		
Held-for-trading investments	持作交易用途之投資	40	42

There were no transfers between levels of fair value hierarchy in the current and prior years.

於本年度及過往年度，公允值等級之間並無轉撥。

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8. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

The valuation techniques and inputs used in fair value measurements of financial instruments as set out below:

Financial instruments 財務工具	Fair value 公允值	Fair value hierarchy 公允值等級	Valuation technique(s) and key input(s) 估值技術及主要輸入數據
Held-for-trading investments classified as current asset 分類為流動資產之持作交易用途之投資	RMB40,000 (2015: RMB42,000) 人民幣40,000元 (二零一五年: 人民幣42,000元)	Level 1 第一級	Quoted bid prices in an active market 於活躍市場所報買入值

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values as the discounting effect is not significant.

8. 財務工具之公允值計量 (續)

財務工具公允值計量所採用之估值技術及輸入數據列載如下：

本公司董事認為，由於折現影響並不重大，綜合財務報表內按攤銷成本列賬之財務資產及財務負債之賬面值與其公允值相若。

9. TURNOVER AND OTHER OPERATING INCOME

Turnover represents the revenue arising on sales on properties and sales of raw sugar, after deducting discounts, business tax and other sales related taxes.

An analysis of the Group's turnover for the year from continuing operations is as follows:

9. 營業額及其他營運收入

營業額指物業銷售及原糖銷售產生之收益（經扣除折扣、營業稅及其他銷售相關稅項）。

本集團年內來自持續經營業務之營業額分析如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Turnover	營業額		
Sales of properties	物業銷售	479,111	—
Sales of raw sugar	原糖銷售	—	7,801
		479,111	7,801
Other operating income	其他營運收入		
Bank interest income	銀行利息收入	1,117	707
Total revenues	總收益	480,228	8,508

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綜合財務報表附註

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10. SEGMENT INFORMATION

Information reported to the board of directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The directors of the Company have chosen to organise the Group around differences in products. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Trading of electronic products segment was classified as held for sale during the year ended 31 December 2015 and was regarded as discontinued operation. The segment information reported below does not include any amounts for the discontinued operation, which is described in more details in note 13.

Accordingly, the Group's reportable and operating segments under HKFRS 8 are as follows:

- Property development – Development of properties in the PRC.
- Trading of raw sugar – Trading of raw sugar.

10. 分部資料

就資源分配及分類表現評估向本公司董事會（即主要營運決策者）所呈報之資料，側重於交付或提供之產品或服務之類型。本公司董事已選擇按不同產品管理本集團。在設定本集團之可報告分部時，主要營運決策者並無將所識別之經營分部匯總。

截至二零一五年十二月三十一日之年度，電子產品分部貿易被分類為持作出售且被視為已終止經營業務。以下報告的分部資料不包括任何該等已終止經營業務的款額，該等款額在附註13詳列。

因此，根據香港財務報告準則第8號，本集團之報告及經營分部如下所示：

- 物業發展 – 於中國之物業發展。
- 原糖貿易 – 原糖貿易。

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10. SEGMENT INFORMATION (Continued)

(a) Segment revenues and results

The following is an analysis of the Group's revenue and results from continuing operations by reportable and operating segment:

10. 分部資料 (續)

(a) 分部收益及業績

本集團持續經營業務之收益及業績之分析按可報告及經營分部呈列如下：

		Property development 物業發展		Trading of raw sugar 原糖貿易		Consolidated 合併	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Continuing operations	持續經營業務						
Turnover	營業額	479,111	-	-	7,801	479,111	7,801
Segment profit (loss)	分部溢利(虧損)	57,804	(21,705)	(485)	54	57,319	(21,651)
Change in fair value of held-for-trading investments	持作交易用途之投資之公允值變動					(4)	(11)
Bank interest income	銀行利息收入					1,117	707
Unallocated corporate expenses	未分配公司開支					(15,610)	(14,556)
Finance costs	財務成本					(342)	(244)
Profit (loss) before tax	除稅前溢利(虧損)					42,480	(35,755)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit/loss represents the profit/loss of each segment without allocation of change in fair value of held-for-trading investments, bank interest income and unallocated corporate expenses (i.e. central administration costs and directors' emoluments) and certain finance costs. This is the measure reported to the chief operating decision makers (i.e. board of directors) of the Group for the purposes of resource allocation and performance assessment.

經營分部之會計政策與附註3所載本集團會計政策相同。分部溢利／虧損指各分部未分配持作交易用途之投資之公允值變動、銀行利息收入及未分配公司開支(即中央行政費用及董事酬金)及若干財務成本所產生之溢利／虧損。此乃報告予本集團的主要經營決策者(即董事會)用於資源分配及業績評估的措施。

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10. SEGMENT INFORMATION (Continued)

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

10. 分部資料 (續)

(b) 分部資產及負債

本集團資產及負債之分析按報告分部呈列如下：

		Property development 物業發展		Trading of raw sugar 原糖貿易		Consolidated 合併	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元 (Restated) (重列)	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元 (Restated) (重列)
Continuing operations	持續經營業務						
Segment assets	分部資產	1,372,726	1,560,579	53,262	2	1,425,988	1,560,581
Assets relating to discontinued operation/assets classified as held for sale	已終止經營業務有關之資產/分類為持作出售之資產					-	11,303
Unallocated corporate assets	未分配企業資產						
- Held-for-trading investments	- 持作交易用途之投資					40	42
- Income tax recoverable	- 可收回所得稅					16,099	32,980
- Bank balances and cash	- 銀行結存及現金					42,795	32,298
- Deferred tax assets	- 遞延稅項資產					3,578	-
- Others	- 其他					19,782	19,606
Consolidated total assets	綜合資產總值					1,508,282	1,656,810
Segment liabilities	分部負債	(686,621)	(658,188)	(56,878)	(43)	(743,499)	(658,231)
Liabilities relating to discontinued operation/liabilities associated with assets classified as held for sale	已終止經營業務有關之負債/有關分類為持作出售之資產負債					-	(13,654)
Unallocated corporate liabilities	未分配企業負債						
- Amount due to a director	- 應付董事款項					(3,160)	-
- Consideration payable	- 應付代價					(16,942)	(19,042)
- Secured bank borrowings	- 有抵押銀行借款					(133,539)	(365,079)
- Deferred tax liabilities	- 遞延稅項負債					(75,874)	(77,161)
- Others	- 其他					(1,240)	(1,280)
Consolidated total liabilities	綜合負債總額					(974,254)	(1,134,447)

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10. SEGMENT INFORMATION (Continued)

(b) Segment assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than deferred tax assets, certain other receivables, held-for-trading investments, income tax recoverable and bank balances and cash. Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments; and
- all liabilities are allocated to operating segments other than certain other payables, consideration payable, secured bank borrowings, amount due to a director and deferred tax liabilities. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment assets.

(c) Other segment information

Amounts included in the measure of segment profit or loss or segment assets:

Continuing operations	持續經營業務	Property development 物業發展		Trading of raw sugar 原糖貿易		Unallocated 未分配		Consolidated 合併	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Other segment information:	其他分部資料:								
Addition to non-current assets (Note)	添置非流動資產 (附註)	130	1,601	-	-	-	-	130	1,601
Finance costs	財務成本	9,020	-	358	-	342	244	9,720	244
Depreciation of property, plant and equipment	物業、廠房及設備折舊	364	318	-	-	439	414	803	732

Note: Non-current assets included property, plant and equipment.

10. 分部資料 (續)

(b) 分部資產及負債 (續)

為監控分部之間的分部表現和分配資源的目的：

- 除了遞延稅項資產、若干其他應收款項、持作交易用途之投資、可收回所得稅及銀行結存及現金，所有資產均分配至經營分部。可呈報分部共用之資產乃按各可呈報分部所得收益之基準作分配；及
- 除若干其他應付款項、應付代價、有抵押銀行借款、應付董事款項及遞延稅項負債外，所有負債均分配至經營分部。可報告分部共用之負債乃按分部資產比例作分配。

(c) 其他分部資料

計量分部損益或分部資產時已計入之款項：

附註：非流動資產包括物業、廠房及設備。

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10. SEGMENT INFORMATION (Continued)

(c) Other segment information (Continued)

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:

Continuing operations	持續經營業務	Property development		Trading of raw sugar		Unallocated		Consolidated	
		物業發展		原糖貿易		未分配		合併	
		2016	2015	2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Change in fair value of held-for trading investments	持作交易用途之投資之公允值變動	-	-	-	-	4	11	4	11
Bank interest income	銀行利息收入	-	-	-	-	(1,117)	(707)	(1,117)	(707)
Income tax expense	所得稅開支	32,109	-	-	-	3,137	1	35,246	1

(d) Revenue from major products and services

The Group's revenue from continuing operations from its major products and services were as follows:

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of properties	物業銷售	479,111	-
Sales of raw sugar	原糖銷售	-	7,801
		479,111	7,801

(e) Geographical information

For the year ended 31 December 2016, 100% (2015: 100%) of the Group's revenue and assets were derived from customers and operations based in the PRC including Hong Kong (country of domicile) and accordingly, no further analysis of the Group's geographical information is disclosed.

10. 分部資料 (續)

(c) 其他分部資料 (續)

定期向主要經營決策者撥備但不計入計量分部損益或分部資產的款項：

(d) 主要產品及服務之收益

以下為本集團來自持續經營業務主要產品及服務之收益：

(e) 地理資料

截至二零一六年十二月三十一日止年度，由於本集團100%（二零一五年：100%）來自客戶及營運之收益及資產均位於中國（包括香港）（所在國家），故並無進一步披露本集團之地區分類資料分析。

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10. SEGMENT INFORMATION (Continued)

(f) Information about major customers

Turnover from customers of the corresponding years contributing over 10% of total turnover of the Group are as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Customer A ¹	客戶A ¹	–	7,801

¹ Turnover from sales of raw sugar.

10. 分部資料 (續)

(f) 主要客戶資料

於相應年度來自對本集團總營業額貢獻超過10%的客戶之交易額如下：

¹ 原糖銷售之營業額。

11. FINANCE COSTS

Continuing operations

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Interest expenses on:	利息開支：		
– receipt in advance	– 預收款項	358	–
– bank borrowings (Note 30)	– 銀行借款 (附註30)	28,104	57,764
– bank overdraft	– 銀行透支	1	11
Total borrowing costs	總借款成本	28,463	57,775
Less: interest capitalised (Note 21)	減：資本化利息 (附註21)	(18,743)	(57,531)
		9,720	244

11. 財務成本

持續經營業務

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12. INCOME TAX EXPENSE

12. 所得稅開支

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Continuing operations	持續經營業務		
Current year Income Tax	本年度所得稅		
– PRC Enterprise Income Tax (“EIT”)	– 中國企業所得稅(「企業所得稅」)	19,567	–
– PRC Land Appreciation Tax (“LAT”)	– 中國土地增值稅(「土地增值稅」)	20,342	–
		39,909	–
Under-provision in prior years	過往年度撥備不足		
– PRC Enterprise Income Tax	– 中國企業所得稅	1	–
		39,910	–
Deferred taxation (Note 33)	遞延稅項(附註33)		
– Current year	– 本年度	(4,664)	1
		35,246	1

Notes:

- (a) Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years ended 31 December 2016 and 2015.

For the year ended 31 December 2016 and 2015, no provision for Hong Kong Profits Tax has been made as the Group did not have any assessable profit subject to Hong Kong Profits Tax.

- (b) Under the Law of the People’s Republic of China on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of PRC subsidiaries of the Company was 25% for both years.

- (c) The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at progressive rates ranging from 30% to 60% on the appreciation value, with certain allowable deductions including land costs and the relevant property development expenditures. According to the State Administration of Taxation’s official circulars, LAT shall be payable provisionally upon sales of the properties, followed by final ascertainment of the gain at the completion of the properties development.

附註：

- (a) 截至二零一六年及二零一五年十二月三十一日止兩個年度，香港利得稅按估計應課稅溢利以稅率16.5%計算。

截至二零一六年及二零一五年十二月三十一日止年度，由於本集團並無任何須繳納香港利得稅之應課稅溢利，故並無就香港利得稅作出撥備。

- (b) 根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本公司中國附屬公司於該兩個年度按25%稅率繳納稅項。

- (c) 土地增值稅撥備是按有關中國稅務法律及法規所載之規定作出估計。土地增值稅乃按增值額以30%至60%的遞增稅率之幅度作出撥備，當中有若干可扣稅項目包括土地成本及相關物業發展支出。根據國家稅務總局的官方通告，於出售物業後應暫時繳納土地增值稅，之後在完成物業發展時再對有關增值數額作出最終核定。

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12. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss as follows:

12. 所得稅開支 (續)

於年內之所得稅開支與綜合損益表中的除稅前虧損之對賬如下：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Profit (loss) before tax (from continuing operations) 除稅前溢利 (虧損) (來自持續經營業務)	42,480	(35,755)
Tax calculated at rates applicable to profits in the respective tax jurisdiction concerned 按適用於相關稅務司法權區溢利之稅率計算之稅項	13,924	(7,743)
PRC Land Appreciation Tax ("LAT") 中國土地增值稅 (「土地增值稅」)	20,342	-
Under-provision in prior years 過往年度撥備不足	1	-
Tax effect of expenses not deductible for tax purpose 不可扣稅支出之稅務影響	6,264	5,031
Tax effect of income not taxable for tax purpose 非課稅收入之稅務影響	(2)	(13)
Utilisation of tax losses previously not recognised 動用過往未確認之稅項虧損	(8,489)	(9)
Change in deferred tax arising from unrecognised tax losses and other deferred tax adjustments 未確認稅項虧損及其他遞延稅項調整產生之遞延稅項變動	3,136	-
Tax effect of tax losses not recognised 未確認稅項虧損之稅務影響	70	2,735
Income tax expense 所得稅開支	35,246	1

Details of the deferred taxation are set out in note 33.

遞延稅項詳情載於附註33。

13. DISCONTINUED OPERATION/ DISPOSAL GROUP HELD FOR SALE

Disposal of trading of electronic products operation

On 31 December 2015, the Group entered into a sale agreement to dispose of (i) its 51% equity interest in Fame Electronics Limited ("Fame"), which carried out all of the Group's trading of electronic products operation, and (ii) non-interest bearing shareholder's loan to an independent third party at a consideration of HK\$100,000 (equivalent to approximately RMB84,000).

13. 已終止經營業務／持作出售的出售組別

出售電子產品貿易業務

於二零一五年十二月三十一日，本集團訂立銷售協議，以按代價港幣100,000元（相當於約人民幣84,000元）向獨立第三方出售(i)於長榮電子有限公司（「長榮」）51%權益，其經營本集團全部電子產品貿易業務，及(ii)不計息股東貸款。

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13. DISCONTINUED OPERATION/ DISPOSAL GROUP HELD FOR SALE

(Continued)

Disposal of trading of electronic products operation (Continued)

As at 31 December 2015, the assets and liabilities attributable to the business, which were expected to be sold within twelve months, had been classified as a disposal group held for sale and were presented separately in the consolidated statement of financial position (see below). The net proceeds of disposal were expected to exceed the net carrying amount of the relevant assets and liabilities and accordingly, no impairment loss had been recognised.

The disposal was completed on 30 March 2016, the date on which control of Fame was passed to the acquirer.

The profit (loss) for the period from discontinued trading of electronic products operation is set out below:

13. 已終止經營業務／持作出售的出售組別 (續)

出售電子產品貿易業務 (續)

於二零一五年十二月三十一日，預期將於十二個月內出售之業務資產及負債已分類為持作出售之出售組別及分開呈列於綜合財務狀況表（見下文）。出售事項所得款項淨額預期超過相關資產及負債之賬面淨值，因此並無確認減值虧損。

出售事項已於二零一六年三月三十日完成，同日長榮之控制權移交至收購方。

來自已終止經營電子產品貿易業務之期內溢利（虧損）載列如下：

		From 1 January 2016 to 30 March 2016	From 1 January 2015 to 31 December 2015
		自 二零一六年 一月一日至 二零一六年 三月三十日 RMB'000 人民幣千元	自 二零一五年 一月一日至 二零一五年 十二月 三十一日 RMB'000 人民幣千元
Profit (loss) of trading of electronic product operation for the period/year	期／年內電子產品貿易業務之溢利（虧損）	3,568	(345)
Loss on disposal of trading of electronic products operation (Note 35)	出售電子產品貿易業務之虧損（附註35）	(763)	-
		2,805	(345)

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

13. DISCONTINUED OPERATION/ DISPOSAL GROUP HELD FOR SALE

(Continued)

Disposal of trading of electronic products operation

(Continued)

The results of the trading of electronic products operation which have been included in the consolidated statement of profit or loss, were as follow:

13. 已終止經營業務／持作出售的出售組別 (續)

出售電子產品貿易業務 (續)

計入綜合損益表之電子產品貿易業務之業績如下：

		From 1 January 2016 to 30 March 2016 自二零一六年 一月一日至 二零一六年 三月三十日 RMB'000 人民幣千元	From 1 January 2015 to 31 December 2015 自二零一五年 一月一日至 二零一五年 十二月三十一日 RMB'000 人民幣千元
Turnover	營業額	-	16,642
Cost of sales	銷售成本	-	(16,763)
Gross loss	毛虧	-	(121)
Other operating income	其他營運收入	3,569	1
Administrative expenses	行政費用	(1)	(225)
Profit (loss) before tax	除稅前溢利 (虧損)	3,568	(345)
Income tax expense	所得稅開支	-	-
Profit (loss) for the year	年內溢利 (虧損)	3,568	(345)
Profit (loss) for the year from discontinued operation has been arrived after charging (crediting):	年內已終止經營業務之溢利 (虧損)已扣除 (計入)：		
Auditor's remuneration	核數師酬金	-	195
Reversal of impairment loss recognised in respect of amount due from a fellow subsidiary	應收同系附屬公司款項 已確認之減值虧損撥回	(3,569)	-

During the year ended 31 December 2016, the trading of electronic products operation paid approximately RMB859,000 (2015: contributed RMB28,000) to the Group's net operating cash flows and contributed RMB301,000 (2015: RMB170,000) in respect of financing activities.

截至二零一六年十二月三十一日止年度，電子產品貿易業務為本集團淨經營現金流量支付約人民幣859,000元（二零一五年：貢獻人民幣28,000元），並就融資活動貢獻人民幣301,000元（二零一五年：人民幣170,000元）。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

13. DISCONTINUED OPERATION/ DISPOSAL GROUP HELD FOR SALE

(Continued)

Disposal of trading of electronic products operation

(Continued)

The major classes of assets and liabilities of the trading of electronic products operation as at 31 December 2015, which had been presented separately in the consolidated statement of financial position, were as follows:

13. 已終止經營業務／持作出售的出售組別 (續)

出售電子產品貿易業務 (續)

於二零一五年十二月三十一日，主要電子產品貿易業務資產及負債類別，已分開載列於綜合財務狀況表，如下所示：

31 December

2015

二零一五年

十二月三十一日

RMB'000

人民幣千元

Trade and other receivables, net	貿易及其他應收款項	10,577
Bank balances and cash	銀行結存及現金	726
Total assets classified as held for sale	分類為持作出售之資產總值	11,303
Trade and other payables and total liabilities associated with assets classified as held for sale	貿易及其他應付款項及有關分類為持作出售之資產總負債	13,654

The carrying amounts of assets and liabilities of Fame as at the date of disposal are disclosed in note 35.

於出售日期，長榮資產及負債的賬面值於附註35披露。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

14. PROFIT (LOSS) FOR THE YEAR

Profit (loss) for the year from continuing operations has been arrived at after charging:

14. 年內溢利(虧損)

來自持續經營業務之年內溢利(虧損)已扣除以下各項:

Continuing operations	持續經營業務	2016	2015
		二零一六年 RMB'000 人民幣千元	二零一五年 RMB'000 人民幣千元
Staff cost (including directors' emoluments):	員工成本(包括董事酬金):		
Salaries, wages and other benefits in kind	薪金、工資及其他實物利益	15,368	13,970
Retirement benefits scheme contributions	退休福利計劃供款	886	741
		16,254	14,711
Auditor's remuneration	核數師酬金	1,164	846
Change in fair value of held-for-trading investments (included in administrative expenses)	持作交易用途之投資之公允值變動(計入行政費用)	4	11
Cost of inventories recognised as expenses (included in cost of sales)	確認為開支的存貨成本(計入銷售成本)	-	7,591
Cost of properties held for sale recognised as expenses (included in cost of sales)	確認為開支的持作出售物業成本(計入銷售成本)	394,009	-
Net foreign exchange loss	匯兌虧損淨額	21	34
Depreciation of property, plant and equipment	物業、廠房及設備折舊	803	732
Operating lease rentals in respect of equipment	設備之經營租賃租金	28	26
Operating lease rentals in respect of rental premises	租賃物業之經營租賃租金	3	9

15. DIVIDEND

No dividend was paid or proposed during the year ended 31 December 2016, nor has any dividend been proposed since the end of the reporting period (2015: nil).

15. 股息

於截至二零一六年十二月三十一日止年度概無支付或建議支付任何股息，自報告期末起亦未建議支付任何股息(二零一五年: 無)。

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綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

16. EARNINGS (LOSS) PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted earnings (loss) per share attributable to the owners of the Company is based on the following data:

16. 每股盈利(虧損)

來自持續經營及已終止經營業務

本公司擁有人應佔每股基本及攤薄盈利(虧損)乃根據以下數據計算:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Earnings (loss)	盈利(虧損)		
Earnings (loss) for the purpose of basic and diluted earnings (loss) per share for the year attributable to the owners of the Company	就本公司擁有人應佔年內每股基本及攤薄盈利(虧損)而言之盈利(虧損)	4,612	(33,783)

		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings/loss per share	普通股加權平均數(就每股基本盈利/虧損而言)	1,524,478	1,119,862

Diluted earnings (loss) per share was same as the basic earnings (loss) per share for the years ended 31 December 2016 and 2015, as no dilutive effect from share options for the years ended 31 December 2016 and 2015, and all convertible redeemable preference shares had been converted into ordinary shares during the year ended 31 December 2015 and there are no outstanding convertible redeemable preference shares as at 31 December 2016 and 2015.

由於並無對截至二零一六年及二零一五年十二月三十一日止年度之購股權造成攤薄影響，及截至二零一五年十二月三十一日止年度可換股可贖回優先股悉數轉換為普通股，且於二零一六年及二零一五年十二月三十一日概無未行使可換股可贖回優先股，截至二零一六年及二零一五年十二月三十一日止年度，每股攤薄盈利(虧損)與每股基本盈利(虧損)相同。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

16. EARNINGS (LOSS) PER SHARE

(Continued)

From continuing operations

The calculation of the basic and diluted earnings (loss) per share from continuing operations attributable to owners of the Company is based on the following data:

Earnings (loss) figures are calculated as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Profit (loss) for the year attributable to owners of the Company	本公司擁有人應佔年內溢利(虧損)	4,612	(33,783)
Less: (Profit) loss for the year from discontinued operation	減: 來自已終止經營業務之年內(溢利)虧損	(1,057)	176
Earnings (loss) for the purpose of basic and diluted loss per share for the year attributable to the owners of the Company	就本公司擁有人應佔年內每股基本及攤薄虧損而言之盈利(虧損)	3,555	(33,607)

The denominators used are the same as those detailed above for both basic and diluted earnings (loss) per share.

From discontinued operation

Basic and diluted earnings (2015: loss) per share for the discontinued operation are RMB0.07 cents per share (2015: RMB0.02 cents), based on the profit (2015: loss) for the year from the discontinued operation of RMB1,057,000 (2015: loss of RMB176,000) and the denominators detailed above for both basic and diluted earnings (2015: loss) per share.

16. 每股盈利(虧損)(續)

來自持續經營業務

本公司擁有人應佔來自持續經營業務之每股基本及攤薄盈利(虧損)乃根據以下數據計算:

盈利(虧損)數據計算如下:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Profit (loss) for the year attributable to owners of the Company	本公司擁有人應佔年內溢利(虧損)	4,612	(33,783)
Less: (Profit) loss for the year from discontinued operation	減: 來自已終止經營業務之年內(溢利)虧損	(1,057)	176
Earnings (loss) for the purpose of basic and diluted loss per share for the year attributable to the owners of the Company	就本公司擁有人應佔年內每股基本及攤薄虧損而言之盈利(虧損)	3,555	(33,607)

所採用之分母與上文詳述計算每股基本及攤薄盈利(虧損)時所應用者相同。

來自已終止經營業務

已終止經營業務之每股基本及攤薄盈利(二零一五年: 虧損)為每股人民幣0.07分(二零一五年: 人民幣0.02分), 基於來自已終止經營業務之年內溢利(二零一五年: 虧損)人民幣1,057,000元(二零一五年: 虧損人民幣176,000元)及上文所詳述用於計算每股基本及攤薄盈利(二零一五年: 虧損)之分母得出。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

17. RETIREMENT BENEFITS SCHEME

Hong Kong

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for its Hong Kong employees. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, each of the Group companies (the "employer") in Hong Kong and its employees makes monthly mandatory contributions to the scheme at 5% of the employee's earnings as defined under the Mandatory Provident Fund Legislation. The mandatory contributions from each of the employer and employees are subject to a cap of HK\$1,500 per month. During the year ended 31 December 2016, a total contribution of approximately RMB477,000 (2015: RMB431,000) was made by the Group in respect of this scheme.

The PRC, other than Hong Kong

As stipulated by rules and regulations in the PRC, PRC subsidiaries are required to contribute to a state-managed retirement plan for all its employees at a certain percentage of the basic salaries of its employees. The state-managed retirement plan is responsible for the entire pension obligations payable to all retired employees. Under the state-managed retirement plan, the Group has no further obligations for the actual pension payments or post-retirement benefits beyond the annual contributions. During the year ended 31 December 2016, a total contribution of approximately RMB409,000 (2015: RMB310,000) was made by the Group in respect of this scheme.

17. 退休福利計劃

香港

本集團安排香港僱員參與由香港強制性公積金計劃條例規定的強制性公積金計劃（「強積金計劃」）。強積金計劃屬於界定供款退休計劃，由獨立受託人管理。根據強積金計劃，本集團各香港成員公司（「僱主」）及其僱員每月均按有關僱員之5%之收入（定義見強制性公積金法例）作出強制性供款。僱主及僱員之強制性供款以每月港幣1,500元為限。截至二零一六年十二月三十一日止年度，本集團就此計劃作出總供款約人民幣477,000元（二零一五年：人民幣431,000元）。

中國，除香港外

根據中國的條例及法規規定，中國附屬公司須向為僱員而設置之國家退休計劃作出供款，而供款額為僱員基本薪金的某一百分比。國家退休計劃負責向所有退休僱員支付所有退休金。根據國家退休計劃，本集團除每年供款外不須對其他實際退休金支出或退休後福利作出任何承擔。截至二零一六年十二月三十一日止年度，本集團就此計劃作出總供款約人民幣409,000元（二零一五年：人民幣310,000元）。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

18. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(a) Directors' and chief executive's emoluments

The emoluments paid or payable to each of the eight (2015: ten) directors and the chief executive were as follows:

For the year ended 31 December 2016

18. 董事、主要行政人員及僱員酬金

(a) 董事及主要行政人員酬金

已向或應向八位(二零一五年:十位)董事及主要行政人員支付之酬金如下:

截至二零一六年十二月三十一日止年度

	Executive directors 執行董事					Independent non-executive directors 獨立非執行董事				Total 總計
	Mr. CHEN Xian	Mr. LAU Sai Chung	Mr. LIU Feng	Ms. XIA Dan	Mr. LIU Zhongxiang (Note i) 劉忠翔先生 (附註i)	Mr. POON Lai Yin, Michael	Mr. CHAR Shik Ngor, Stephen (Note i) 查錫我先生 (附註i)	Ms. LI Jiansheng (Note i) 李建生女士 (附註i)		
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking										
Fees	-	-	-	-	-	154	154	154	462	
Other emoluments										
Salaries	1,587	1,432	1,830	610	659	-	-	-	6,118	
Fixed amount bonus (Note iii)	132	119	153	51	55	-	-	-	510	
Discretionary bonus (Note iv)	132	119	153	51	55	-	-	-	510	
Other benefits	-	-	-	-	-	-	-	-	-	
Salaries and other benefits subtotal	1,851	1,670	2,136	712	769	-	-	-	7,138	
Contributions to retirement benefits scheme	51	51	51	51	47	-	-	-	251	
Total emoluments	1,902	1,721	2,187	763	816	154	154	154	7,851	

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

18. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2015

	Executive directors 執行董事					Independent non-executive directors 獨立非執行董事					Total	
	Mr. CHEN Xian	Mr. LAU Sai Chung	Mr. LIU Feng	Ms. XIA Dan	Mr. LIU Zhongxiang (Note i) 劉忠翔先生 (附註i)	Mr. POON Lai Yin, Michael	Mr. CHAR Shik Ngor, Stephen (Note i) 查錫我先生 (附註i)	Ms. LI Jiansheng (Note i) 李建生女士 (附註i)	Mr. CHAN Chung Fai (Note ii) 陳振輝先生 (附註ii)	Mr. NG Kwok Chung, Winfield (Note ii) 吳國柱先生 (附註ii)		
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking												
Fees	-	-	-	-	-	146	37	37	109	109	438	
Other emoluments												
Salaries	1,409	1,668	1,710	562	145	-	-	-	-	-	5,494	
Fixed amount bonus (Note iii)	125	113	145	48	16	-	-	-	-	-	447	
Discretionary bonus (Note iv)	134	121	154	51	-	-	-	-	-	-	460	
Other benefits	-	-	-	-	-	-	-	-	-	-	-	
Salaries and other benefits subtotal	1,668	1,902	2,009	661	161	-	-	-	-	-	6,401	
Contributions to retirement benefits scheme	49	49	49	49	-	-	-	-	-	-	196	
Total emoluments	1,717	1,951	2,058	710	161	146	37	37	109	109	7,035	

Notes:

- (i) Appointed on 30 September 2015
- (ii) Resigned on 30 September 2015
- (iii) The fixed bonus represented one-month salaries for the years ended 31 December 2016 and 2015.
- (iv) The discretionary bonus is determined with reference to the prevailing market conditions, corporate and individual responsibility and performance during the years ended 31 December 2016 and 2015.

Mr. Lau Sai Chung is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

Neither the chief executive nor any of the directors waived or agreed to waive any emoluments paid by the Group during the years ended 31 December 2016 and 2015.

18. 董事、主要行政人員及僱員酬金 (續)

(a) 董事及主要行政人員酬金 (續)

截至二零一五年十二月三十一日止年度

	Executive directors 執行董事					Independent non-executive directors 獨立非執行董事					Total
	Mr. CHEN Xian	Mr. LAU Sai Chung	Mr. LIU Feng	Ms. XIA Dan	Mr. LIU Zhongxiang (Note i) 劉忠翔先生 (附註i)	Mr. POON Lai Yin, Michael	Mr. CHAR Shik Ngor, Stephen (Note i) 查錫我先生 (附註i)	Ms. LI Jiansheng (Note i) 李建生女士 (附註i)	Mr. CHAN Chung Fai (Note ii) 陳振輝先生 (附註ii)	Mr. NG Kwok Chung, Winfield (Note ii) 吳國柱先生 (附註ii)	
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking											
Fees	-	-	-	-	-	146	37	37	109	109	438
Other emoluments											
Salaries	1,409	1,668	1,710	562	145	-	-	-	-	-	5,494
Fixed amount bonus (Note iii)	125	113	145	48	16	-	-	-	-	-	447
Discretionary bonus (Note iv)	134	121	154	51	-	-	-	-	-	-	460
Other benefits	-	-	-	-	-	-	-	-	-	-	-
Salaries and other benefits subtotal	1,668	1,902	2,009	661	161	-	-	-	-	-	6,401
Contributions to retirement benefits scheme	49	49	49	49	-	-	-	-	-	-	196
Total emoluments	1,717	1,951	2,058	710	161	146	37	37	109	109	7,035

附註：

- (i) 於二零一五年九月三十日獲委任
- (ii) 於二零一五年九月三十日辭任
- (iii) 截至二零一六年及二零一五年十二月三十一日止年度，定額花紅指一個月薪金。
- (iv) 該酌情花紅乃經參考截至二零一六年及二零一五年十二月三十一日止年度之現行市況、企業及個人責任及表現而釐定。

劉世忠先生亦為本公司行政總裁，以上所披露之酬金包括其作為行政總裁所提供服務之酬金。

截至二零一六年及二零一五年十二月三十一日止年度，概無主要行政人員或任何董事放棄或同意放棄本集團所支付之任何酬金。

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18. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

(b) Employees' emoluments

Of the five individuals with highest emoluments in the Group, four (2015: four) were directors and the chief executive of the Company whose emoluments are set out in the above. The emoluments of the remaining one (2015: one) individuals were as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物利益	861	815
Retirement benefits scheme contributions	退休福利計劃供款	51	49
		912	864

Their emoluments were within the following bands:

18. 董事、主要行政人員及僱員酬金 (續)

(b) 僱員酬金

本集團五名最高酬金個別人士中，四名（二零一五年：四名）為本公司之董事及主要行政人員，彼等之酬金已於上文列載。剩餘一名（二零一五年：一名）個別人士之酬金如下：

彼等之酬金均介乎以下範圍內：

		Number of individuals 員工數目	
		2016 二零一六年	2015 二零一五年
HK\$1,000,001 (equivalent to approximately RMB856,000 (2015: RMB813,000)) to HK\$1,500,000 (equivalent to approximately RMB1,284,000 (2015: RMB1,220,000))	港幣1,000,001元（相當於約人民幣856,000元（二零一五年：人民幣813,000元））至港幣1,500,000元（相當於約人民幣1,284,000元（二零一五年：人民幣1,220,000元））	1	1

(c) No emolument have been paid by the Group to the directors and the chief executive of the Company or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the years ended 31 December 2016 and 2015.

(c) 截至二零一六年及二零一五年十二月三十一日止年度，本集團概無向本公司董事及主要行政人員或五名最高酬金個別人士支付酬金作為吸引加入或加入本集團時之獎金或作為離職補償。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、廠房及設備

		Leasehold land and buildings 租賃土地 及樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃裝修 RMB'000 人民幣千元	Equipment 設備 RMB'000 人民幣千元	Furniture 傢俱 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
COST	成本						
At 1 January 2015	於二零一五年一月一日	19,232	843	578	158	497	21,308
Exchange realignment	匯兌調整	1,175	51	25	10	-	1,261
Additions	添置	-	-	805	-	796	1,601
Disposals	出售	-	-	-	(2)	-	(2)
At 31 December 2015	於二零一五年十二月三十一日	20,407	894	1,408	166	1,293	24,168
Exchange realignment	匯兌調整	1,085	47	14	9	-	1,155
Additions	添置	-	-	130	-	-	130
Disposal of a subsidiary	出售一間附屬公司	-	-	(24)	-	-	(24)
At 31 December 2016	於二零一六年十二月三十一日	21,492	941	1,528	175	1,293	25,429
ACCUMULATED DEPRECIATION	累計折舊						
At 1 January 2015	於二零一五年一月一日	2,746	843	271	158	13	4,031
Exchange realignment	匯兌調整	186	51	16	10	-	263
Provided for the year	年內撥備	412	-	198	-	122	732
Eliminated on disposals	出售時撇銷	-	-	-	(2)	-	(2)
At 31 December 2015	於二零一五年十二月三十一日	3,344	894	485	166	135	5,024
Exchange realignment	匯兌調整	198	47	13	9	-	267
Provided for the year	年內撥備	434	-	231	-	138	803
Elimination on disposal of a subsidiary	出售一間附屬公司時撇銷	-	-	(24)	-	-	(24)
At 31 December 2016	於二零一六年十二月三十一日	3,976	941	705	175	273	6,070
CARRYING VALUES	賬面值						
At 31 December 2016	於二零一六年十二月三十一日	17,516	-	823	-	1,020	19,359
At 31 December 2015	於二零一五年十二月三十一日	17,063	-	923	-	1,158	19,144

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19. PROPERTY, PLANT AND EQUIPMENT

(Continued)

- (a) The above items of property, plant and equipment are depreciated on a straight-line basis, after taking into account of their estimated residual values, at the following useful lives or rates per annum:

Leasehold land and buildings	Over the shorter of the term of the lease or 50 years
Leasehold improvements	Over the shorter of the term of the leases or 5 years
Equipment	18% to 25%
Furniture	18% to 25%
Motor vehicles	10%

- (b) The leasehold land and buildings are under medium-term lease held in Hong Kong.
- (c) Leasehold land and buildings with an aggregate carrying values of approximately RMB17,516,000 (2015: RMB17,063,000) have been pledged to secure general banking facilities granted to the Group.

20. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments comprise:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Unlisted equity securities, at cost	非上市股本證券·按成本	51,338	51,338
Less: impairment loss recognised	減: 已確認減值虧損	(51,338)	(51,338)
		-	-

- (a) The available-for-sale investments are measured at cost less impairment at the end of the reporting period as the range of reasonable fair value estimates is so wide that the directors of the Company are of the opinion that their fair values cannot be measured reliably.

19. 物業、廠房及設備 (續)

- (a) 以上物業、廠房及設備項目乃經計及其估計剩餘價值後按以下可使用年期或年率以直線法折舊:

租賃土地及樓宇	按租賃期或50年 (以較短者為準)
租賃裝修	按租賃期或5年 (以較短者為準)
設備	18%至25%
傢俱	18%至25%
汽車	10%

- (b) 於香港中期租賃下所持有的租賃土地及樓宇。
- (c) 租賃土地及樓宇之總賬面值約人民幣17,516,000元(二零一五年: 人民幣17,063,000元)已作為授予本集團一般銀行信貸之抵押。

20. 可供出售投資

可供出售投資包括:

- (a) 於報告期末之可供出售投資之計量方法是以成本減去減值, 因為可估算的合理公允值的範圍很大, 故本公司董事認為其公允值難以可靠計量。

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20. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

(b) Available-for-sale investments amounting to approximately RMB51,338,000 (2015: RMB51,338,000) represents the Group's 18.52% unlisted equity interest in the registered capital of 科維華瑞(銅陵)電子材料有限公司Goldwiz Huarui (Tongling) Electronic Material Company Limited*, a company incorporated in the PRC, the operation of which has been suspended since December 2005 due to critical liquidity problem. Accordingly, the investment cost had been fully impaired in previous years. Up to the end of the reporting period, there is no change as to the status of the investment.

* The English name is for identification purpose only.

21. PROPERTIES UNDER DEVELOPMENT

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At beginning of the year	於年初	1,441,992	1,065,571
Additions	添置	179,685	318,890
Transfer to properties held for sale	轉撥至持作出售物業	(1,285,589)	-
Interest capitalised (Note 11)	資本化利息(附註11)	18,743	57,531
At end of the year	於年結	354,831	1,441,992

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Represented by:	其中包括:		
Land use rights	土地使用權	189,075	427,080
Construction costs and capitalised expenditure	建築成本及資本化開支	165,756	1,014,912
		354,831	1,441,992

20. 可供出售投資 (續)

(b) 可供出售投資金額約為人民幣51,338,000元(二零一五年: 人民幣51,338,000元)是本集團所佔之一間於中國註冊成立公司科維華瑞(銅陵)電子材料有限公司的註冊資本之18.52%非上市股權, 該公司因重大流動資金問題已於二零零五年十二月終止業務運作。因此, 投資成本已全數於以往年度作出減值。直至報告期末, 投資狀況並無任何變動。

21. 在建物業

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

21. PROPERTIES UNDER DEVELOPMENT

(Continued)

The carrying values of properties under development situated on the leasehold land in the PRC are as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Medium-term lease	中期租賃	70,965	288,398
Long-term lease	長期租賃	283,866	1,153,594
		354,831	1,441,992

Properties under development are classified as current asset as the construction period of the relevant property development project is expected to complete in the normal operating cycle. At 31 December 2016, properties under development with a carrying value of approximately RMB354,831,000 (2015: RMB190,997,000) were not scheduled for completion within twelve months.

As at 31 December 2016, properties under development with a carrying value of approximately RMB189,075,000 (2015: RMB1,441,992,000) have been pledged to secure general banking facilities granted to the Group.

22. PROPERTIES HELD FOR SALE

The Group's properties held for sale are situated on leasehold land in the PRC. All the properties held for sale are stated at cost.

21. 在建物業 (續)

位於中國租賃土地上之在建物業之賬面值如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Medium-term lease	中期租賃	70,965	288,398
Long-term lease	長期租賃	283,866	1,153,594
		354,831	1,441,992

由於預計相關物業發展項目之建設期將於正常經營週期內結束，因此在建物業被劃分為流動資產。於二零一六年十二月三十一日，賬面值約為人民幣354,831,000元（二零一五年：人民幣190,997,000元）的在建物業未計劃於十二個月內完工。

於二零一六年十二月三十一日，賬面值約為人民幣189,075,000元（二零一五年：人民幣1,441,992,000元）之在建物業已作為授予本集團一般銀行信貸之抵押。

22. 持作出售物業

本集團之持作出售物業乃位於中國租賃土地。所有持作出售物業均以成本列賬。

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綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

23. TRADE AND OTHER RECEIVABLES

23. 貿易及其他應收款項

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	3,289	3,123
Less: impairment loss recognised	減：已確認減值虧損	(3,289)	(3,123)
		-	-
Prepaid construction costs	預付建築成本	22,652	16,335
Prepayment for purchase of raw sugar	購買原糖預付款項	53,260	-
Other prepayments	其他預付款項	374	430
Interest receivable	應收利息	145	-
Other tax recoverable	其他可收回稅項	33,836	33,246
Deposits and other receivables	按金及其他應收款項	28,238	7,348
Less: impairment loss recognised	減：已確認減值虧損	(437)	(415)
		138,068	56,944
		138,068	56,944

Customers from the trading segment are normally required to settle the debts within one to two months upon issue of invoices, except for certain well established customers where the terms are extended to two to three months.

來自貿易分部之客戶收到賬單後，一般需要一至兩個月清還債務，惟若干已建立良好關係之客戶可延長至兩至三個月。

The Group does not hold any collateral over these balances.

本集團並無就該等結餘持有任何抵押品。

(a) The movements in impairment losses recognised in respect of trade receivables are as follows:

(a) 就貿易應收款項確認之減值虧損變動如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At beginning of the year	於年初	3,123	6,371
Exchange realignment	匯兌調整	166	389
Transferred to assets classified as held for sale	轉撥至分類為持作出售之資產	-	(3,637)
At end of the year	於年結	3,289	3,123

At 31 December 2016, included in the impairment loss are individually impaired trade receivables with an aggregate balance of approximately RMB3,289,000 (2015: RMB3,123,000) which are due to long outstanding.

於二零一六年十二月三十一日，計入減值虧損之個別已減值貿易應收款項結餘總額約為人民幣3,289,000元（二零一五年：人民幣3,123,000元），該貿易應收款項乃長期未清還。

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

23. TRADE AND OTHER RECEIVABLES

(Continued)

(b) The movements in impairment losses recognised in respect of other receivables are as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At beginning of the year	於年初	415	390
Exchange realignment	匯兌調整	22	25
At end of the year	於年結	437	415

At 31 December 2016, included in the impairment loss are individually impaired other receivables with an aggregate balance of approximately RMB437,000 (2015: RMB415,000) which are due to long outstanding.

24. HELD-FOR-TRADING INVESTMENTS

Held-for-trading investments comprise:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Equity securities listed in Hong Kong at fair value	香港上市股本證券公允值	40	42

The above financial assets are classified as held-for-trading. The fair values of these financial assets are based on quoted market prices.

25. RESTRICTED BANK DEPOSIT

The restricted bank deposit represented guarantee deposit for construction of project required to be placed in a designated bank account by the PRC Construction Bureau of Maoming City. The amount will be released upon the completion of the respective construction project.

Restricted bank deposit carried interest at market rate of 2.25% (2015: 2.25%) per annum.

23. 貿易及其他應收款項 (續)

(b) 其他應收款項已確認之減值虧損變動如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At beginning of the year	於年初	415	390
Exchange realignment	匯兌調整	22	25
At end of the year	於年結	437	415

於二零一六年十二月三十一日，計入減值虧損之個別已減值其他應收款項結餘總額約為人民幣437,000元（二零一五年：人民幣415,000元），該其他應收款項乃長期未清還。

24. 持作交易用途之投資

持作交易用途之投資如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Equity securities listed in Hong Kong at fair value	香港上市股本證券公允值	40	42

以上財務資產獲分類為持作交易用途。該等財務資產之公允值乃基於市場報價。

25. 有限制銀行存款

有限制銀行存款指須存入中國茂名市建設局指定銀行賬戶內用於工程建設之保證金。該金額將於有關建設項目完工後解除。

有限制銀行存款按市場年利率2.25%（二零一五年：2.25%）計息。

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26. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

Pledged bank deposits represent deposits pledged to banks to guarantee the banking facilities granted to the customers of the Group. Deposits amounting to RMB34,044,000 (2015: HK\$54,456,000) have been pledged to guarantee the mortgage loan granted from the banks to the customers of the Group and are therefore classified as current assets.

The pledged bank deposits carried interest at market rate of 0.30% (2015: 0.30%) per annum.

Bank balances carried interest at market rate which ranged from 0.01% to 0.35% (2015: 0.01% to 0.35%) per annum.

27. TRADE AND OTHER PAYABLES

26. 已抵押銀行存款及銀行結存及現金

已抵押銀行存款指已抵押予銀行之存款，以擔保向本集團客戶授出之銀行信貸。為數人民幣34,044,000元（二零一五年：港幣54,456,000元）之存款已作抵押，以擔保銀行向本集團客戶授出之按揭貸款，因此分類為流動資產。

已抵押銀行存款按市場年利率0.30%（二零一五年：0.30%）計息。

銀行結存按市場年利率0.01%至0.35%（二零一五年：0.01%至0.35%）計息。

27. 貿易及其他應付款項

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Trade payables	貿易應付款項	39,111	21,751
Receipts in advance from pre-sale of properties	來自物業預售之預收款項	607,092	631,266
Receipts in advance from sales of raw sugar (Note (iii))	來自原糖銷售之預收款項 (附註(iii))	56,395	-
Accrued construction costs	應計建築成本	29,938	-
Other tax payables	其他應付稅項	5,688	874
Accrued interest	應計利息	795	-
Other payables and accruals	其他應付款項及應計費用	5,720	5,620
		744,739	659,511

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27. TRADE AND OTHER PAYABLES

(Continued)

Notes:

- (i) The Group normally receives credit period from suppliers ranging from 30 days to 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.
- (ii) An aged analysis of the trade payables at the end of the reporting period based on invoice date is as follows:

Within 90 days	90天以內
91 to 365 days	91至365天
Over 365 days	超過365天

- (iii) The Group's receipt in advance in connection with the sale of raw sugar amounted to approximately RMB56,395,000 (2015:nil) and carried at an interest rate of 5.3% plus 3-months LIBOR per annum.

28. CONSIDERATION PAYABLE

Consideration payable represents the remaining consideration payable to Mr. Huang Shibao for the acquisition of entire equity interest in 深圳市隆盛行供應鏈有限公司 Shenzhen Longshenghang Supply Chain Limited* ("Longshenghang") of which was completed on 28 September 2014.

During the year, the Group entered into several supplemental agreements with Mr. Huang Shibao to extend the payment date of such remaining balance to 26 February 2017. Subsequent to the end of the reporting period, on 26 February 2017, Mr. Huang Shibao further signed a letter to agree the repayment date to be further extended to 26 May 2017.

* The English name is for identification purpose only.

27. 貿易及其他應付款項 (續)

附註：

- (i) 本集團一般向供應商取得30至90天之信貸期。本集團已建立財務風險管理政策，確保所有應付款項於信貸期內償付。
- (ii) 於報告期末之貿易應付款項按發票日期賬齡分析如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Within 90 days	90天以內	38,378	12,814
91 to 365 days	91至365天	330	8,937
Over 365 days	超過365天	403	-
		39,111	21,751

- (iii) 本集團就原糖銷售之預收款為約人民幣56,395,000元(二零一五年：無)，按5.3%加三個月倫敦銀行同業拆息之年利率計息。

28. 應付代價

應付代價指就於二零一四年九月二十八日完成收購深圳市隆盛行供應鏈有限公司(「隆盛行」)全部權益應付黃石保先生之餘下代價。

年內，本集團與黃石保先生訂立若干補充協議，以延長有關餘額之還款日期至二零一七年二月二十六日。於報告期末後，於二零一七年二月二十六日，黃石保先生進一步簽署了一份信函，以同意將還款日期進一步延長至二零一七年五月二十六日。

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29. AMOUNT DUE TO A DIRECTOR

The amount is unsecured, non-interest bearing and repayable on demand.

29. 應付董事款項

該款項為無抵押、免息及須按要求償還。

30. SECURED BANK BORROWINGS

30. 有抵押銀行借款

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Carrying amounts repayable*:	應償還之賬面值*：		
On demand or within one year	按要求或一年內	129,263	241,318
More than one year, but not exceeding two years	超過一年，但不超過兩年	1,240	121,344
More than two years, but not more than five years	超過兩年，但不超過五年	3,036	2,417
		133,539	365,079
Carrying amount of bank borrowings that are not repayable on demand or within one year from the end of the reporting period but contain a repayment on demand clause	毋須按要求或於報告期末起計一年內償還惟載有須按要求償還條款之銀行借款之賬面值	4,276	3,761
Carrying amount repayable on demand or within one year	須按要求或一年內償還之賬面值	129,263	241,318
Amounts shown under current liabilities	於流動負債項下所示金額	133,539	245,079
Amounts shown under non-current liabilities	於非流動負債項下所示金額	-	120,000
		133,539	365,079

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

* 到期金額乃按貸款協議所載計劃還款日期而釐定。

The secured bank borrowings of approximately RMB5,479,000 (2015: RMB5,079,000) carry interest at 2% per annum plus 3-months HIBOR (2015: 1.75% per annum over 1-month HIBOR or 3.5% per annum plus relevant period's HIBOR). The effective interest rates of the secured bank borrowings at 31 December 2016 were 3.02% (2015: 1.97%) per annum.

該等約人民幣5,479,000元(二零一五年:人民幣5,709,000元)的有抵押銀行借款按年利率2%加三個月香港銀行同業拆息利率(二零一五年:年利率1.75%加一個月香港銀行同業拆息利率或年利率3.5%加相關期間的香港銀行同業拆息利率)計息。有抵押銀行借款於二零一六年十二月三十一日之實際年利率為3.02%(二零一五年:1.97%)。

The secured bank borrowings of approximately RMB8,060,000 (2015: nil) carry interest at 3.25% per annum over 1-month HIBOR (2015: nil). The effective interest rates of the secured bank borrowings at 31 December 2016 were 3.97% (2015: nil) per annum.

該等約人民幣8,060,000元(二零一五年:無)的有抵押銀行借款按年利率3.25%加一個月香港銀行同業拆息利率(二零一五年:無)計息。於二零一六年十二月三十一日,有抵押銀行借款之實際年利率為3.97%(二零一五年:無)。

The remaining secured bank borrowing of approximately RMB120,000,000 (2015: RMB360,000,000) carries fixed interest rate of 9.00% (2015: 9.00%) per annum. The secured bank borrowing is used to finance the property development project.

餘下約人民幣120,000,000元(二零一五年:人民幣360,000,000元)的有抵押銀行借款之固定年利率為9.00%(二零一五年:9.00%)。有抵押銀行借款用於物業發展項目提供資金。

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30. SECURED BANK BORROWINGS

(Continued)

At 31 December 2016, the borrowings are secured against certain of the Group's leasehold land and buildings and properties under development with carrying values of approximately RMB17,516,000 (2015: RMB17,063,000) and RMB189,075,000 (2015: RMB1,441,992,000) respectively.

As at the end of the reporting period, the Group has the following undrawn borrowing facilities:

30. 有抵押銀行借款 (續)

於二零一六年十二月三十一日，借款乃以本集團賬面值分別約為人民幣17,516,000元（二零一五年：人民幣17,063,000元）及人民幣189,075,000元（二零一五年：人民幣1,441,992,000元）之若干租賃土地及樓宇以及在建物業作抵押。

於報告期末，本集團擁有下列未提取之借款額度：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Floating rate	浮動利率		
– expiring within one year	– 於一年內屆滿	9,851	9,353

31. ORDINARY SHARE CAPITAL

Ordinary share of HK\$0.10 each

31. 普通股股本

每股港幣0.10元之普通股

		Number of shares 股數	HK\$'000 港幣千元	Equivalent to 相當於 RMB'000 人民幣千元
Authorised:	法定：			
At 1 January 2015, 31 December 2015 and 31 December 2016	於二零一五年一月一日、 二零一五年十二月三十一日及 二零一六年十二月三十一日	3,000,000,000	300,000	281,070
Issued and fully paid:	發行及已繳足：			
At 1 January 2015	於二零一五年一月一日	941,453,683	94,145	88,424
Conversion of convertible redeemable preference shares (Note (a))	轉換可換股可贖回優先股（附註(a)）	394,736,837	39,474	31,839
Issue of shares upon placing (Note (b))	配售發行的股份（附註(b)）	188,288,000	18,829	15,752
At 31 December 2015 and 31 December 2016	於二零一五年十二月三十一日及 二零一六年十二月三十一日	1,524,478,520	152,448	136,015

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31. ORDINARY SHARE CAPITAL (Continued)

Notes:

- (a) On 22 July 2015, 28 July 2015, 6 August 2015 and 4 September 2015, the convertible redeemable preference shareholders of the Company converted all of the shares into ordinary shares of the Company. All shares issued rank pari passu with other shares in issue in all respects.
- (b) On 18 November 2015, arrangements were made for a private placement to independent private investors of 188,288,000 ordinary shares of HK\$0.1 each in the Company at a price of HK\$0.329 per ordinary share representing a discount of approximately 11.08% to the closing market price of the Company's ordinary shares on 7 December 2015.

The placing was completed on 8 December 2015.

The proceeds were used to pay part of the retention fund of RMB50 million (equivalent to approximately HK\$61 million) in relation to the acquisition of Longshenghang and to provide additional working capital for the Company. These new shares were issued under the general mandate granted to the directors of the Company at the annual general meeting of the Company held on 12 June 2015 and rank pari passu with other shares in issue in all respects.

31. 普通股股本 (續)

附註：

- (a) 於二零一五年七月二十二日、二零一五年七月二十八日、二零一五年八月六日及二零一五年九月四日，本公司可換股可贖回優先股股東轉換所有股份至本公司普通股。所有已發行股份與其他已發行股份在各方面享有同等地位。
- (b) 於二零一五年十一月十八日，向獨立私人投資者作出私人配售安排，按每股普通股港幣0.329元（較本公司普通股於二零一五年十二月七日之收市價折讓約11.08%）之價格配售本公司188,288,000股每股港幣0.1元之普通股。

該配售事項已於二零一五年十二月八日完成。

所得款項用於就收購隆盛行支付部分保留款項基金人民幣50,000,000元（相當於約港幣61,000,000元）及為本公司提供額外營運資金。該等新股份乃根據本公司於二零一五年六月十二日所舉行的股東週年大會上授予本公司董事之一般授權而發行及與其他已發行股份在各方面享有同等地位。

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32. CONVERTIBLE REDEEMABLE PREFERENCE SHARES

Convertible redeemable preference shares, issued and fully paid:

32. 可換股可贖回優先股

已發行及已繳足之可換股可贖回優先股如下：

		Number of shares 股數 '000 千股	Amount 金額 RMB'000 人民幣千元
	Notes 附註		
At 1 January 2015	於二零一五年一月一日	375,000	152,006
Conversion of convertible redeemable preference shares	轉換可換股可贖回優先股 (a)	(375,000)	(152,006)
At 31 December 2015 and 31 December 2016	於二零一五年十二月三十一日及 二零一六年十二月三十一日	—	—

Notes:

(a) On 22 July 2015, 28 July 2015, 6 August 2015 and 4 September 2015, the convertible redeemable preference shareholders of the Company converted all of the shares into ordinary shares of the Company.

附註：

(a) 於二零一五年七月二十二日、二零一五年七月二十八日、二零一五年八月六日及二零一五年九月四日，本公司可換股可贖回優先股股東轉換所有股份為本公司普通股。

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33. DEFERRED TAXATION

The following are the major deferred tax assets (liabilities) recognised and movements thereof during the current and prior reporting periods:

Deferred tax assets

		Accelerated depreciation allowance	Impairment loss recognised in respect of trade receivables	Tax losses	Total
		加速折舊撥備	減值虧損	稅項虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於二零一五年一月一日	6	483	5,651	6,140
Exchange realignment	匯兌調整	-	30	345	375
Eliminated on disposal of subsidiaries	出售附屬公司時撇銷	(1)	-	-	(1)
At 31 December 2015	於二零一五年十二月三十一日	5	513	5,996	6,514
Exchange realignment	匯兌調整	-	27	174	201
Charged to consolidated statement of profit or loss	於綜合損益表扣除	(1)	-	(3,136)	(3,137)
At 31 December 2016	於二零一六年十二月三十一日	4	540	3,034	3,578

At 31 December 2016, the Group had unused tax losses of approximately RMB39,814,000 (2015: RMB59,240,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately RMB18,390,000 (2015: RMB36,341,000) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately RMB21,424,000 (2015: RMB22,899,000) due to the unpredictability of future profit streams. At 31 December 2015, RMB15,063,000 (2016: nil) included in the above unused tax losses will be expired after five years from the year of arising. Other losses may be carried forward indefinitely.

33. 遞延稅項

於本期及過往報告期間，已確認的主要遞延稅項資產（負債）及其變動如下：

遞延稅項資產

		Accelerated depreciation allowance	Impairment loss recognised in respect of trade receivables	Tax losses	Total
		加速折舊撥備	減值虧損	稅項虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於二零一五年一月一日	6	483	5,651	6,140
Exchange realignment	匯兌調整	-	30	345	375
Eliminated on disposal of subsidiaries	出售附屬公司時撇銷	(1)	-	-	(1)
At 31 December 2015	於二零一五年十二月三十一日	5	513	5,996	6,514
Exchange realignment	匯兌調整	-	27	174	201
Charged to consolidated statement of profit or loss	於綜合損益表扣除	(1)	-	(3,136)	(3,137)
At 31 December 2016	於二零一六年十二月三十一日	4	540	3,034	3,578

於二零一六年十二月三十一日，本集團有未動用稅項虧損約人民幣39,814,000元（二零一五年：人民幣59,240,000元）可用作抵銷未來溢利。已就該等虧損確認遞延稅項資產約人民幣18,390,000元（二零一五年：人民幣36,341,000元）。由於未來溢利來源之不可預知性，並無就剩餘約人民幣21,424,000元（二零一五年：人民幣22,899,000元）確認遞延稅項資產。於二零一五年十二月三十一日，計入上述未動用稅項虧損的人民幣15,063,000元（二零一六年：無）將於產生年度起五年後到期。其他虧損可無限期結轉。

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33. DEFERRED TAXATION (Continued)

Deferred tax liabilities

33. 遞延稅項 (續)

遞延稅項負債

Change in
fair value of
properties
under
development
and properties
held for sale
在建物業及
持作出售
物業之
公允值變動
RMB'000
人民幣千元

At 1 January 2015 and 31 December 2015	於二零一五年一月一日及二零一五年 十二月三十一日	(83,675)
Charged to consolidated statement of profit or loss	於綜合損益表扣除	7,801
At 31 December 2016	於二零一六年十二月三十一日	(75,874)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to tax levied by the same taxation authority on the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position:

當擁有可依法強制執行權利以即期稅項資產抵銷即期稅項負債，且遞延稅項涉及由同一稅務當局對相同應課稅實體或不同應課稅實體但有意按淨額基準結算結餘徵收稅項時，則遞延稅項資產及負債可互相抵銷。以下金額乃經適當抵銷後釐定，並列入綜合財務狀況表：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	3,578	6,514
Deferred tax liabilities	遞延稅項負債	(75,874)	(83,675)
		(72,296)	(77,161)

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34. SHARE-BASED PAYMENT TRANSACTIONS

A share option scheme was adopted by the Company on 20 January 2003 ("2003 Share Option Scheme"). The 2003 Share Option Scheme was replaced by a new share option scheme adopted by the shareholders on 30 November 2009 ("2009 Share Option Scheme").

The Company may grant to eligible participants (including any directors, non-executive directors, employees, advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, service providers of any member of the Group whom the board of directors considers, in its sole discretion, have contributed or will contribute to the Group) options to subscribe for shares in the Company, subject to a maximum of 10% of the issued share capital of the Company as at the adoption date and as at the approval date of refreshment from time to time, excluding for this purpose shares issued on the exercise of options. The maximum number of Shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time. The subscription price will be determined by the Company's board of directors and will not be less than the highest of (i) the nominal value of the Company's shares, (ii) the average of the closing price of the shares quoted on the Main Board of the Stock Exchange on the five trading days immediately preceding the grant date and (iii) the closing price of the shares on the grant date.

No share option has been granted or exercised during the years ended 31 December 2016 and 2015. As at 31 December 2016 and 2015, no option remained outstanding under the 2009 Share Option Scheme.

34. 以股份為基礎的支付交易

本公司已於二零零三年一月二十日採納一項購股權計劃（「二零零三年購股權計劃」）。二零零三年購股權計劃已被二零零九年十一月三十日經股東採納之新購股權計劃（「二零零九年購股權計劃」）取代。

本公司可授出購股權予合資格參與者（包括董事會全權酌情認為曾經或將會對本集團作出貢獻之本集團任何成員公司之任何董事、非執行董事、僱員、顧問、諮詢顧問、分銷商、承建商、供應商、代理、客戶、業務夥伴、合營業務夥伴、創辦人及服務供應商）以認購本公司股份，惟最多可認購本公司於採納日期及於不時更新之批准日期的已發行股本10%（不包括就此目的行使購股權而發行的股份）。根據購股權計劃及本公司任何其他購股權計劃授出之所有尚未行使購股權獲行使時而可能發行之股份最高數目，不得超過不時發行股份總數之30%。認購價將由本公司董事會釐定，其將不會低於下列價值之較高者：(i)本公司股份的面值，(ii)緊接於授出日期前五個交易日於聯交所主板所報股份的平均收市價及(iii)股份於授出日期的收市價。

截至二零一六年及二零一五年十二月三十一日止年度，概無授出或行使購股權。於二零一六年及二零一五年十二月三十一日，二零零九年購股權計劃項下並無購股權仍未獲行使。

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34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Movements of the Company's share options held by directors, employees and business associates during the year are:

34. 以股份為基礎的支付交易 (續)

年內，董事、僱員及業務夥伴持有之本公司購股權之變動如下：

Category of participant	Date of grant	Number of share options 購股權數目			Exercise period	Exercise price per share
		Outstanding at 1 January 2015	Lapsed during the year	Outstanding at 31 December 2015 and 2016		
參與者類別	授出日期	於二零一五年一月 一日尚未行使	於年內失效	於二零一五年及 二零一六年 十二月三十一日 尚未行使	行使期	每股行使價 HK\$ 港幣元
Directors	18 January 2012	17,500,000	(17,500,000)	-	18 January 2012 to 17 January 2015	0.52
董事	二零一二年 一月十八日				二零一二年一月十八日 至二零一五年一月 十七日	
Employees	18 January 2012	12,500,000	(12,500,000)	-	18 January 2012 to 17 January 2015	0.52
僱員	二零一二年 一月十八日				二零一二年一月十八日 至二零一五年一月 十七日	
		30,000,000	(30,000,000)	-		
Weighted average exercise price (HK\$)		0.52	0.52	-		
加權平均行使價 (港幣元)						

Note: All the above share options are exercisable on the grant date.

附註：以上所有購股權均可以於授出日期行使。

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35. DISPOSAL OF A SUBSIDIARY

On 31 December 2015, the Group entered into a sale agreement to dispose of (i) its 51% equity interest in Fame, which carried out all of the Group's trading of electronic products operation, and (ii) non-interest bearing shareholders' loan, to an independent third party at a consideration of HK\$100,000 (equivalent to approximately RMB84,000). Details are set out in note 13, On 30 March 2016, the disposal of Fame was completed as the control of Fame was passed to the acquirer.

Upon the completion, the Company ceased to hold any interest in Fame. The net liabilities of Fame at the date of disposal were as follows:

Analysis of assets and liabilities over which control was lost

35. 出售一間附屬公司

於二零一五年十二月三十一日，本集團訂立銷售協議，以代價港幣100,000元（相當於約人民幣84,000元）向獨立第三方出售(i)於長榮之51%權益，其經營本集團全部電子產品貿易業務，及(ii)不計息股東貸款。詳情載於附註13。於二零一六年三月三十日，長榮之出售於長榮之控制權移交至收購方時完成。

於完成後，本集團不再持有長榮任何權益。長榮於出售日期之淨負債如下：

失去控制權之資產及負債分析

As at
30 March
2016
於
二零一六年
三月三十日
RMB'000
人民幣千元

Current assets	流動資產	
Trade and other receivables	貿易及其他應收款項	477
Bank balances and cash	銀行結存及現金	157
Current liabilities	流動負債	
Trade and other payables	貿易及其他應付款項	(2,646)
Amounts due to the Group excluding Fame	應付本集團（長榮除外）款項	(3,930)
Net liabilities disposed of	已出售之淨負債	(5,942)

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35. DISPOSAL OF A SUBSIDIARY (Continued)

Gain on disposal of a subsidiary

		RMB'000 人民幣千元
Cash consideration	現金代價	84
Net liabilities disposed of	已出售之淨負債	5,942
Shareholder's loan assigned	已轉讓股東貸款	(3,713)
Non-controlling interest	非控制性權益	(2,519)
Cumulative exchange difference in respect of the net liabilities of a subsidiary reclassified from equity to profit or loss	由權益重新分類至損益之一間附屬公司淨負債之累計匯兌差額	(557)
Loss on disposal of Fame (Note 13)	出售長榮之虧損(附註13)	(763)

The loss on disposal of Fame is included in the profit for the year from discontinued operation (note 13).

35. 出售一間附屬公司(續)

出售一間附屬公司之收益

出售長榮之虧損計入已終止經營業務之年內溢利(附註13)。

Net cash outflow on disposal of subsidiary

		RMB'000 人民幣千元
Consideration received in cash and cash equivalents	以現金及現金等價物收取之代價	84
Less: bank balances and cash disposed of	減: 已出售之銀行結存及現金	(157)
		(73)

出售附屬公司之現金流出淨額

36. CONTINGENT LIABILITIES

As at 31 December 2016, the Group's maximum obligation in respect of the mortgage facilities provided to certain purchasers of the Group's properties amounted to approximately RMB535,979,000 (31 December 2015: RMB316,861,000).

At the end of the reporting period, the Group provided guarantees in respect of the mortgage facilities granted by certain banks to certain purchasers of the Group's properties. Pursuant to the terms of the guarantees, upon default on mortgage payments by these purchasers, the Group is responsible for repaying the outstanding mortgage principals together with the accrued interest and penalties owned by the defaulted purchasers to the banks.

36. 或然負債

於二零一六年十二月三十一日，本集團就本集團物業之若干買家獲提供之按揭貸款之最高責任為約人民幣535,979,000元(二零一五年十二月三十一日：人民幣316,861,000元)。

於報告期末，本集團就若干銀行向本集團物業之若干買家授出之按揭貸款提供擔保。根據擔保條款，倘該等買家未能償還按揭款項，則本集團負責償還違約買家欠付銀行之未償還按揭本金連同應計利息及罰款。

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36. CONTINGENT LIABILITIES (Continued)

Under the above arrangement, the related properties were pledged to the banks as securities on the mortgage loans. Upon default on mortgage payments by these purchasers, the banks are entitled to take over the legal titles and can realise the pledged properties through open auction. The Group is obliged to repay the banks for the shortfall if the proceeds from the auction of the properties cannot cover the outstanding mortgage principals together with the accrued interest and penalties.

The Group's guarantee period starts from the dates of grant of the relevant mortgage loans, and ends upon the earlier of (i) the issuance of real estate ownership certificates to purchasers, which will generally be available within one to two years after the purchasers take possession of the relevant properties; and (ii) the settlement of mortgage loans between the mortgage banks and the purchasers.

In determining whether financial liabilities should be recognised in respect of the Group's financial guarantee contacts, the directors of the Company exercise judgement in the evaluation of the probability of resources outflow that will be required and the assessment of whether a reliable estimate can be made of the amount of the obligation.

The Company engaged an independent professional valuer, Norton Appraisals Holdings Limited to assess the fair values of the financial guarantees of the Group and the directors of the Company concluded that the effect is insignificant, and accordingly, no provision for guarantee has been recognised in the consolidated financial statements.

36. 或然負債 (續)

根據以上安排，有關物業已作為按揭貸款之擔保抵押予銀行。倘該等買家未能償還按揭款項，則銀行有權接收法定業權，並可透過公開拍賣變現抵押物業。倘物業拍賣所得款項無法補足未償還之按揭本金連同應計利息及罰款，則本集團須向銀行償還差額。

本集團之擔保期自授出有關按揭貸款日期開始，至以下各項中較早時間為止：(i)向買家發出房地產所有權證，一般於買家擁有相關物業後一至兩年內發出；及(ii)結清按揭銀行與買家之間的按揭貸款。

於釐定是否就本集團之財務擔保合約確認財務負債時，本公司董事作出判斷，以估計需要資源流出之可能性及評估能否就承擔金額作出可靠估計。

本公司委任獨立專業估值師普敦國際評估有限公司評估本集團財務擔保之公允值，且本公司董事認為影響並不重大，因此，概無就已於綜合財務報表確認擔保撥備。

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37. COMMITMENTS

Commitments under operating leases

The Group as lessee

The Group leases certain of its premises and equipment under operating leases arrangements. Leases are negotiated for a term ranging from one to five (2015: one to five) years and rentals are fixed. None of the leases includes contingent rentals and terms of renewal were established in the leases.

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which are payable as follows:

37. 承擔

經營租賃承擔

本集團作為承租人

本集團根據經營租賃安排出租其若干物業及設備。洽談的租賃期介乎一年至五年（二零一五年：一年至五年）而租金已固定。概無租賃包括或然租金，惟租約中已訂明續租條款。

於報告期末，本集團應付之不可取消經營租賃下的未來最低租賃付款承擔如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Within one year	一年內	11	43
In the second to fifth year inclusive	第二年至第五年（包括首尾兩年）	27	-
		38	43

Other commitments

At the end of the reporting date, the Group had the following commitments for properties under development:

其他承擔

於報告日期末，本集團在建物業之承擔如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Contracted for but not provided in the consolidated financial statements	已訂約但未於綜合財務報表撥備	427,727	178,767

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38. PLEDGE OF ASSETS

At the end of the reporting period, certain assets of the Group were pledged to secure banking facilities granted to the Group as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Leasehold land and buildings	租賃土地及樓宇	17,516	17,063
Properties under development	在建物業	189,075	1,441,992
		206,591	1,459,055

38. 抵押資產

於報告期末，本集團之若干資產已作為授予本集團銀行信貸之抵押如下：

39. RELATED PARTY AND CONNECTED PARTY TRANSACTIONS

- (a) The balances with related parties at the end of the reporting period are disclosed elsewhere in the consolidated financial statements.
- (b) The remuneration of directors and other members of key management during the year are as follows:

39. 關連方及關連方交易

- (a) 於報告期末，關連方結餘已於綜合財務報表披露。
- (b) 董事及其他主要管理層成員於年內之酬金如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Salaries and other benefits in kind	薪金及其他實物利益	8,498	7,654
Retirement benefits scheme contributions	退休福利計劃供款	302	245
		8,800	7,899

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及主要管理人員之薪酬由薪酬委員會根據個人表現及市場趨勢釐定。

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40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the principal subsidiaries at 31 December 2016 and 31 December 2015 are as follows:

Name of subsidiary 附屬公司名稱	Place of establishment/ incorporation/ operation 成立/ 註冊成立/ 營業地點	Class of shares held 持有股份類別	Issued and fully paid capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion ownership interest held by the Company 本公司所持擁有權權益比例				Principal activities 主營業務
				2016 二零一六年		2015 二零一五年		
				Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Techwayson Management Limited 德維森管理有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$10,000 港幣10,000元	100%	-	100%	-	Provision of management services 提供管理服務
Techwayson Trading Limited 德維森貿易有限公司	Hong Kong 香港	Ordinary shares 普通股	HK\$10,000 港幣10,000元	100%	-	100%	-	Trading of raw sugar 原糖貿易
Fame Electronics Limited (Note (a)) 長榮電子有限公司(附註(a))	Hong Kong 香港	Ordinary shares 普通股	HK\$100 港幣100元	-	-	51%	-	Trading of mobile phone components 手機組件貿易
Maoming Huada Real Estate Development Limited *("Maoming Huada") (Note (b)) 茂名市華大房地產開發有限公司 (「茂名市華大」)(附註(b))	The PRC 中國	Contributed capital 繳入資本	RMB50,000,000 人民幣50,000,000元	-	90%	-	90%	Development of real estate in the PRC 於中國發展房地產
Shenzhen Qianhai Uptown Supply Chain Management Company Limited* (Note (c)) 深圳前海上海城供應鏈管理有限公司(附註(c))	The PRC 中國	Contributed capital 繳入資本	RMB38,000,000 人民幣38,000,000元	100%	-	100%	-	Trading of raw sugar 原糖貿易
Guangzhou Uptown Supply Chain Management Company Limited* (Note (d)) 廣州上海城供應鏈管理有限公司(附註(d))	The PRC 中國	Contributed capital 繳入資本	RMB38,000,000 人民幣38,000,000元	100%	-	-	-	Trading of raw sugar 原糖貿易

Notes:

- (a) The entity has been disposed of on 30 March 2016 (note 35).
 (b) The entity established in the PRC is a partially foreign-owned enterprise.
 (c) The entity established in the PRC is a wholly foreign-owned enterprise and was established on 23 September 2015.
 (d) The entity established in the PRC on 22 January 2016.

* The English name are for identification purpose only

40. 本公司主要附屬公司之詳情

於二零一六年十二月三十一日及二零一五年十二月三十一日之主要附屬公司詳細資料如下：

附註：

- (a) 該實體已於二零一六年三月三十日出售(附註35)。
 (b) 該實體於中國成立，為部分外商獨資企業。
 (c) 該實體於二零一五年九月二十三日於中國成立，為外商獨資企業。
 (d) 該實體於二零一六年一月二十二日於中國成立。

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40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding as at the end of the year or at any time during the year.

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. A majority of these subsidiaries operate in Hong Kong and the PRC. The principal activities of these subsidiaries are summarised as follows:

40. 本公司主要附屬公司之詳情 (續)

上表呈列本公司董事認為主要影響業績或資產之本集團附屬公司。本公司董事認為列出所有附屬公司資料將令篇幅過於冗長。

概無任何附屬公司在本年結或在年內任何時間有任何未償還債務證券。

於報告期末，本公司有對本集團而言不屬重要之其他附屬公司。該等附屬公司多數於香港及中國經營。該等附屬公司之主要業務概述如下：

Principal activities 主營業務	Principal place of business 主要營業地點	Number of subsidiaries 附屬公司數目	
		2016 二零一六年	2015 二零一五年
Investment holding 投資控股	Hong Kong 香港	2	2
Investment holding 投資控股	British Virgin Islands 英屬處女群島	1	1
Investment holding 投資控股	The PRC 中國	3	3
		6	6
Inactive 無業務	Hong Kong 香港	2	2
Inactive 無業務	British Virgin Islands 英屬處女群島	1	1
Inactive 無業務	Cambodia 柬埔寨	1	1
Inactive 無業務	The PRC 中國	1	1
		5	5
		11	11

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40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

40. 本公司主要附屬公司之詳情 (續)

有重大非控制性權益之非全資附屬公司之詳細資料

下表列示有重大非控制性權益之本集團非全資附屬公司之詳細資料：

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立及主營業務地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控制性權益所持擁有權權益及表決權比例		Profit (loss) allocated to non-controlling interests 分配予非控制性權益之溢利(虧損)		Accumulated non-controlling interest 累計非控制性權益	
		2016 二零一六年	2015 二零一五年	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Fame Electronics Limited (Note) 長榮電子有限公司(附註)	Hong Kong and the PRC 香港及中國	0%	49%	1,748	(169)	-	(4,267)
Maoming Huada 茂名市華大	The PRC 中國	10%	10%	6,019	(2,149)	7,359	1,340
Fair value adjustments on consolidation 代價之公允值調整				(2,340)	-	22,763	25,103
				5,427	(2,318)	30,122	22,176

Note: Fame Electronics Limited was disposed during the year ended 31 December 2016.

附註：截至二零一六年十二月三十一日止年度，長榮電子有限公司已被出售。

Summarised financial information in respect of the Group's subsidiaries that have material non-controlling interests as set out below. The summarised financial information below represents amounts before intragroup eliminations.

有重大非控制性權益之本集團附屬公司之財務資料摘要載列如下。以下財務資料摘要為集團內交易抵銷前之金額。

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Maoming Huada	茂名市華大		
Current assets	流動資產	1,107,320	1,258,480
Non-current assets	非流動資產	1,827	2,061
Current liabilities	流動負債	(1,038,005)	(1,129,590)
Non-current liabilities	非流動負債	-	(120,000)
Equity attributable to owners of the Company	本公司擁有人應佔權益	64,028	9,856
Non-controlling interests	非控制性權益	7,114	1,095

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For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

40. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

40. 本公司主要附屬公司之詳情 (續)

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Maoming Huada	茂名市華大		
Turnover	營業額	479,111	–
Profit (loss) for the year	年內溢利 (虧損)	60,191	(21,482)
Profit (loss) and total comprehensive income (expense) for the year attributable to owners of the Company	本公司擁有人應佔年內溢利 (虧損) 及全面收益 (開支) 總額	54,172	(19,333)
Profit (loss) and total comprehensive income (expense) for the year attributable to the non-controlling interests	非控制性權益應佔年內溢利 (虧損) 及全面收益 (開支) 總額	6,019	(2,149)
Profit (loss) and total comprehensive income (expense) for the year	年內溢利 (虧損) 及全面收益 (開支) 總額	60,191	(21,482)
Net cash inflow from operating activities	經營活動所得現金流入淨額	279,361	122,500
Net cash inflow (outflow) from investing activities	投資活動所得現金流入 (流出) 淨額	600	(914)
Net cash outflow from financing activities	融資活動所得現金流出淨額	(267,343)	(229,000)
Net cash inflow (outflow)	現金流入 (流出) 淨額	12,618	(107,414)

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41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

41. 本公司財務狀況表

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
		Notes 附註		
Non-current asset	非流動資產			
Investments in subsidiaries	於附屬公司之投資		476,035	477,167
Current assets	流動資產			
Other receivables	其他應收款項		232	309
Amounts due from subsidiaries	應收附屬公司款項	a	583,041	553,611
Bank balances and cash	銀行結存及現金		9	2,170
			583,282	556,090
Current liabilities	流動負債			
Other payables	其他應付款項		793	736
Amounts due to subsidiaries	應付附屬公司款項	a	813,721	767,581
Consideration payable	應付代價		16,942	19,042
			831,456	787,359
Net current liabilities	流動負債淨額		(248,174)	(231,269)
Total assets less current liabilities	總資產減流動負債		227,861	245,898
Capital and reserves	資本及儲備			
Ordinary share capital	普通股股本		136,015	136,015
Reserves	儲備	b	91,846	109,883
Total equity	權益總額		227,861	245,898

Notes:

附註：

(a) The amounts are unsecured, non-interest bearing and repayable on demand.

(a) 該款項為無抵押、免息及須按要求償還。

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綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note: (Continued)

(b) Movements in the reserves during the years are as follows:

		Share premium 股份溢價 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元 (Note) (附註)	Share option reserve 購股權儲備 RMB'000 人民幣千元	Exchange translation reserve 匯兌儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	411,984	67,614	3,743	10,139	(541,470)	(47,990)
Profit for the year	年內溢利	-	-	-	-	18,475	18,475
Other comprehensive expense for the year	年內其他全面開支	-	-	-	-	-	-
- Exchange difference arising on translation	- 換算所產生之匯兌差額	-	-	-	(15,718)	-	(15,718)
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	-	-	-	(15,718)	18,475	2,757
Issue of shares upon placing (Note 31)	配售發行的股份(附註31)	36,073	-	-	-	-	36,073
Transaction costs attributable to issue of shares upon placing	配售發行的股份應佔交易成本	(1,124)	-	-	-	-	(1,124)
Conversion of convertible redeemable preference shares (Notes 31 and 32)	轉換可換股可贖回優先股(附註31及32)	120,167	-	-	-	-	120,167
Lapse of share options (Note 34)	購股權失效(附註34)	-	-	(3,743)	-	3,743	-
At 31 December 2015	於二零一五年十二月三十一日	567,100	67,614	-	(5,579)	(519,252)	109,883
Loss for the year	年內虧損	-	-	-	-	(5,410)	(5,410)
Other comprehensive expense for the year	年內其他全面開支	-	-	-	-	-	-
- Exchange difference arising on translation	- 換算所產生之匯兌差額	-	-	-	(12,627)	-	(12,627)
Total comprehensive expense for the year	年內全面開支總額	-	-	-	(12,627)	(5,410)	(18,037)
At 31 December 2016	於二零一六年十二月三十一日	567,100	67,614	-	(18,206)	(524,662)	(91,846)

Note:

Contributed surplus of the Company represents the difference between the nominal value of the ordinary shares issued by the Company and the net asset value of subsidiaries acquired through an exchange of shares pursuant to the group reorganisation on 16 January 2001.

42. COMPARATIVES

Bank balances and cash presented in the consolidated statement of financial position previously included pledged bank deposits and bank balances and cash. To conform to current year's presentation, pledged bank deposits as at 31 December 2015 has been reclassified from bank balances and cash to be separately presented in the consolidated statement of financial position to facilitate a better presentation.

41. 本公司財務狀況表(續)

附註:(續)

(b) 年內儲備變動如下:

		Share premium 股份溢價 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元 (Note) (附註)	Share option reserve 購股權儲備 RMB'000 人民幣千元	Exchange translation reserve 匯兌儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	411,984	67,614	3,743	10,139	(541,470)	(47,990)
Profit for the year	年內溢利	-	-	-	-	18,475	18,475
Other comprehensive expense for the year	年內其他全面開支	-	-	-	-	-	-
- Exchange difference arising on translation	- 換算所產生之匯兌差額	-	-	-	(15,718)	-	(15,718)
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	-	-	-	(15,718)	18,475	2,757
Issue of shares upon placing (Note 31)	配售發行的股份(附註31)	36,073	-	-	-	-	36,073
Transaction costs attributable to issue of shares upon placing	配售發行的股份應佔交易成本	(1,124)	-	-	-	-	(1,124)
Conversion of convertible redeemable preference shares (Notes 31 and 32)	轉換可換股可贖回優先股(附註31及32)	120,167	-	-	-	-	120,167
Lapse of share options (Note 34)	購股權失效(附註34)	-	-	(3,743)	-	3,743	-
At 31 December 2015	於二零一五年十二月三十一日	567,100	67,614	-	(5,579)	(519,252)	109,883
Loss for the year	年內虧損	-	-	-	-	(5,410)	(5,410)
Other comprehensive expense for the year	年內其他全面開支	-	-	-	-	-	-
- Exchange difference arising on translation	- 換算所產生之匯兌差額	-	-	-	(12,627)	-	(12,627)
Total comprehensive expense for the year	年內全面開支總額	-	-	-	(12,627)	(5,410)	(18,037)
At 31 December 2016	於二零一六年十二月三十一日	567,100	67,614	-	(18,206)	(524,662)	(91,846)

附註:

本公司繳入盈餘指本公司已發行普通股之面值與根據於二零一一年一月十六日之集團重組交換股份所獲得附屬公司之資產淨值兩者之差額。

42. 比較數字

於綜合財務狀況表呈列之銀行結存及現金過往已計入已抵押銀行存款及銀行結存及現金。為符合本年度之呈列方式，於二零一五年十二月三十一日之已抵押銀行存款已自單獨呈列於綜合財務狀況表之銀行結存及現金重新分類，以達致更佳之呈列方式。

Schedule of Properties Under Development/Properties for Own Use 在建物業／自用物業概覽表

At 31 December 2016 於二零一六年十二月三十一日

A. PROPERTIES IN THE PRC

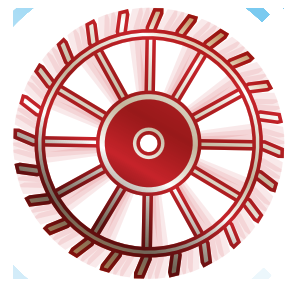
A. 位於中國之物業

Location 地點	Usage 用途	Area 面積	Lease term 租賃期	Group's interest 本集團 應佔權益	Stage of development 開發階段	Date of Completion 完工日期
Unsold portion of first and second phase of Maoming property project, Zhanqian 7th Road, Yuehua East District, Maoming	Commercial and residential complex	Gross floor area – approximately 158,000 sq. m.	Medium to long term	90%	Completed, properties held for sale	2016
茂名市站前七路 粵華東小區茂名物業項目 第一及第二期未出售部分	商業及住宅綜合體	建築總面積—約 158,000平方米	中期至長期	90%	已完工·持作出 售物業	二零一六年
Third phase of Maoming property project, Zhanqian 7th Road, Yuehua East District, Maoming	Commercial and residential complex	Gross floor area – approximately 188,000 sq. m.	Medium to long term	90%	Construction in progress, properties under development	2018 (Estimated)
茂名市站前七路粵 華東小區茂名物業項目 第三期	商業及住宅綜合體	建築總面積—約 188,000平方米	中期至長期	90%	在建工程·在建 物業	二零一八年 (估計)

B. PROPERTIES IN HONG KONG

B. 位於香港之物業

Location 地點	Usage 用途	Approximate saleable area 概約可出售面積	Lease term 租賃期	Group's interest 本集團 應佔權益
Suite 1501, 15th Floor, Tower 1, Silvercord, 30 Canton Road, Tsimshatsui, Kowloon.	Office premises – Own use	242 sq.m.	Medium	100%
九龍尖沙咀廣東道30號新港中心一期15樓1501室	寫字樓物業—自用	242平方米	中期	



China Uptown Group Company Limited
中國上城集團有限公司